

**APCO Strategic Governance Initiative  
Side by Side Comparison of Current Constitution and Bylaws versus the Proposed Bylaws**

| <b>Current Constitution Article Number/Title</b> | <b>Current Constitution Section Number/Title</b> | <b>Current Constitution Sub Section Number/Contents</b>   | <b>Proposed Bylaws Article Number/Title</b> | <b>Proposed Bylaws Section Number/Title/Contents</b>   | <b>Comments</b>  |
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| I - General                                      | Section 1 Name                                   | 1.1 This organization shall be known as the Association of Public-Safety Communications Officials-International, Inc. (APCO International; APCO-International; APCO-International, Inc.; or simply APCO), and referred to in this document as “the Association”.  | 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; APCO-International, APCO-International, Inc. or simply APCO (“Association”).  |  |
|  | Section 2 Purpose and Section 3 Public Safety    | <p>2.1 The purpose of the organization shall be to:</p> <p>2.1.1 Foster the development and progress of public safety communications and supporting information technologies by means of research, planning, coordination, training and education.</p> <p>2.1.2 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, state, and federal governments and those who work with them.</p> <p>2.1.3 Represent its members, public safety communications and supporting information technological interests in general before regulatory and policy-making bodies as may be appropriate.</p> <p>2.1.4 Strive to protect the citizen and their property and provide for their welfare by these and other appropriate means.</p> <p>3.1 Public Safety is defined as that function of government which provides public services concerned with law enforcement, forestry, conservation, fire, highway maintenance, emergency rescue and medical services, emergency management, and other activities supported or endorsed by state and local governments.</p> | 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 | Section 2.1 of the proposed Bylaws incorporates the Purpose (section 2) and the definition of Public Safety (section 3 (3.1)) of the current Constitution. |

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|                   |                      |   |                         | 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 the citizen and their property and provide for their welfare by these and other appropriate means. |  |
| II - Organization | Section 1 General    | 1.1 The Association is a not-for-profit corporation formed under the laws of the United States of America and the State of Indiana and operating the Association headquarters office under the laws of the State of Florida. It is an individual member association unless noted otherwise, but its members may be grouped into Chapters in accordance with the provisions of Article III of the Constitution. The Association may form up to four U.S. regions consisting of Chapters grouped in a geographical area.  | I - Offices             | 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.   | <i>[See also Articles of Incorporation and IRS Form 1023, Application for Non-Profit Status]</i>                         |
|                   | Section 2 Membership | 2.1 The membership of this organization shall be open to persons of good character who meet its membership requirements as set forth in Bylaws Articles I and II.   | 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 Chapters   | 3.1 The Association is empowered to establish Chapters within the United States of America and its territories in accordance with the provisions of this Article. The geographic boundaries of each Chapter shall be defined in the charter.<br>3.2 The Association is empowered to establish Chapters in countries other than the United States of America and its Territories in accordance with the provisions of this Article, provided that the charter area of such Chapter shall comply with requirements contained in the document known as the APCO Alliance for Global Cooperation and Development. | 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 and applicable policy, but in all respects are separate and distinct organizations operating independently of the  | Section 4.1 of the proposed Bylaws incorporates sections 3.1, 3.2, and 3.3 of the current Constitution into one section. |

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|                    |  | 3.3 The individual Chapters are independent sub-divisions of the Association. The Chapters are required to comply with the Constitution and Bylaws of the Association but each such Chapter is in all respects a separate and distinct organization operating independently of the Association and is financially responsible for its own operations.   |                         | Association and financially responsible for their own operations.  |  |
| Section 3 Chapters |  | 3.4 A Chapter to be known as the International Chapter of APCO is hereby created.<br>3.4.1 The membership of this Chapter shall consist of all individual members of the Association, in any category of membership, who do not reside and/or work within the geographic boundaries of the United States of America and its Territories or within the geographic boundaries of any other Chapter of the Association, as defined in the charters of those Chapters.<br>3.4.2 The Board of Officers shall serve as the officers of this Chapter except that an Executive Council Member shall be elected or appointed from amongst the members of the International Chapter, as defined in the APCO Policy Manual.<br>3.4.3 The International Chapter of APCO shall be exempt from all requirements of Article V of the Association Constitution. | IV - Chapters & Regions | 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.   | Section 4.3 of the proposed Bylaws incorporates section 3.4 (and its subsections 3.4.1, 3.4.2, and 3.4.3 of the current Constitution into one section.   |
| Section 4 Regions  |  | 4.1 The Chapters of the Association located in the United States of America and its Territories shall be divided into and be members of four Regions based upon the geo-political boundaries of the following states and territories:<br>4.1.1 Western States: Alaska, Arizona, California, Colorado, Hawaii, Idaho, Montana, Nevada, New Mexico, Oregon, Utah, Washington, Wyoming, Guam and Samoa.<br>4.1.2 North Central: Illinois, Indiana, Iowa, Kansas, Kentucky, Michigan, Minnesota, Missouri, Nebraska, North Dakota, Ohio, South Dakota, Wisconsin.<br>4.1.3 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.   | IV - Chapters & Regions | Section 4.2 Regions. The Chapters of the Association shall be divided into and be members of four Regions based upon the geo-political boundaries of the following states, territories, and other designations:<br>Western States: Alaska, Arizona, California, Colorado, Hawaii, Idaho, Montana, Nevada, New Mexico, Oregon, Utah, Washington, Wyoming, Guam and Samoa.<br>North Central: Illinois, Indiana, Iowa, Kansas, Kentucky, Michigan, Minnesota, Missouri, Nebraska, North Dakota, Ohio, South Dakota, Wisconsin.<br>East Coast: Connecticut, Delaware, Maine, | Section 4.2 of the proposed Bylaws incorporates section 4.1 (and its subsections 4.1.1, 4.1.2, 4.1.3, and 4.1.4) of the current Constitution into one section with minor changes to the wording. |

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|                             |  | 4.1.4 Gulf Coast: Alabama, Arkansas, Florida, Georgia, Louisiana, Mississippi, Oklahoma, Tennessee, Texas, Puerto Rico, and the United States Virgin Islands.   |                                   | Maryland, Massachusetts, New Hampshire, New Jersey, New York, North Carolina, Pennsylvania, Rhode Island, South Carolina, Vermont, Virginia, West Virginia, Washington, D.C.<br>Gulf Coast: Alabama, Arkansas, Florida, Georgia, Louisiana, Mississippi, Oklahoma, Tennessee, Texas, Puerto Rico, the United States Virgin Islands, and the International Chapter.   |  |
| Section 5<br>Elected Office |  | 5.1 Except as otherwise defined herein, the right to hold elected office in the Association is a privilege of individual members of the Association in the Active Member Category, subject to the individual satisfying all other eligibility criteria for the office being sought.<br>5.1.1 Individuals elected to an office that is intended to solely represent Association members in the Commercial Member Category shall themselves be members in the Commercial Member Category. | Article III -<br>Membership       | 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.<br>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. | Section 3.3 of the proposed Bylaws incorporates section 5.1 (and its subsection 5.1.1) of the current Constitution into one section. |
| Section 5<br>Elected Office |  | Section 5.2 Except as otherwise restricted herein, the right to hold office in a Chapter of the Association shall be defined in the Chapter's Constitution and/or Bylaws.<br>5.2.1 The Chapter's Constitution and/or Bylaws shall restrict the eligibility of individuals seeking a Chapter office that is intended to represent the general membership of the Chapter to Association members in the Active Member Category and/or the Member Category,                                 | Article VI -<br>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   | Relevant sections of the current 5.2 should shift to Art III of the Policy Manual with amendments subject to approval by a           |

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|                             |   | <p>as determined appropriate by the Chapter Quorum.</p> <p>5.2.2 The Chapter’s Constitution and/or Bylaws shall restrict the eligibility of individuals seeking a Chapter office that is intended to solely represent Chapter members in the Commercial Member Category to Association members in the Commercial Member Category.</p> <p>5.2.3 The Chapter’s Constitution and/or Bylaws shall restrict the eligibility of Individuals seeking the offices of “Chapter President” and “Chapter Executive Council Member” to Association members in the Active Member Category.</p> |   | Committee of the Board of Directors.   | majority approval of the Executive Council. |
| Section 6 Executive Council | <p>6.1 There shall be an Executive Council consisting of the following members:</p> <p>6.1.1 The Association’s Board of Officers.</p> <p>6.1.2 The two most-recent Past Presidents that satisfy both criteria listed below:</p> <p>6.1.2.1 The individual shall not have a conflicting commercial interest that would interfere with his/her ability to participate in activities of the Executive Council.</p> <p>6.1.2.2 The individual shall not be a full-time salaried employee of the Association.</p> <p>6.1.3 One member selected by each of the Association’s Chapters in accordance with the requirements of the Chapter’s Constitution and/or Bylaws.</p> <p>6.1.4 One member of the International Chapter of APCO selected in accordance with a procedure defined in the APCO Policy Manual.</p> <p>6.1.5 One member selected by the Association’s Commercial Advisory Committee in accordance with a procedure established within the Committee.</p> <p>6.1.6 The Association’s Executive Director who shall serve as a non-voting member.</p> | 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. | Note that the proposed Executive Council stands as a distinct entity from the proposed BoD; thus language for 6.1.1, 6.1.2, 6.1.5, 6.1.6 revert to proposed 7.1. As for 6.2, only the Immediate Past President retains duties, but elevated to include continued non-voting service on the proposed Executive Committee. |   |
| Section 6 Executive Council | <p>6.2 Each Chapter and the Commercial Advisory Committee shall submit in writing the names of their selected Executive Council Member to the Executive Director.</p> <p>6.2.1 The individual so identified shall be a member in good-standing</p>  | Article VI Executive Council  |   | This selection procedure needs to shift to Article V of the Policy Manual  |   |

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|  | <p>of the Chapter being represented and shall be a member of the Association in the Active Member Category except that the representative of the Commercial Advisory Committee shall be a member of the Association in the Commercial Member Category.</p> <p>6.2.2 The individual so identified shall continue to be the recognized representative until such time as the Chapter or Commercial Advisory Committee, as appropriate, identifies a replacement.</p> <p>6.2.3 Each Executive Council Member shall serve a term of office determined by the Chapter or the Commercial Advisory Committee, as appropriate, except that the term of office shall be for a period of not less than one (1) year.</p> <p>6.2.2.1 Each Chapter and the Commercial Advisory Committee shall establish their own rules with regard to an individual’s right to succeed himself/herself as the Executive Council Member.</p> <p>6.2.4 In the event that the identified individual is unable to participate in activities of the Executive Council for an extended period of time, the Chapter or the Commercial Advisory Committee may either:</p> <p>6.2.4.1 Identify a replacement by written notification to the Executive Director. Such replacement shall satisfy all of the eligibility requirements contained herein.</p> <p>6.2.4.2 Identify an alternate for a specified period of time by written notification to the Executive Director. Such alternate shall satisfy all of the eligibility requirements contained herein and shall be considered to be the sole representative of the Chapter/Committee until the end of the time period.</p> <p>6.2.5 In the event that the identified individual is unable to participate in a specific meeting of the Executive Council, then the Chapter, Committee, or Member may designate a “proxy” for that meeting.</p> <p>6.2.5.1 The individual identified as the “proxy” may be another member of the Chapter or Committee who otherwise would be eligible to serve on the Executive Council, or</p> <p>6.2.5.2 The individual identified as the “proxy” may be another Executive Council Member except that a Chapter representative may not</p> |  |  | <p>with amendments subject to majority approval of the Executive Council, EXCEPT references to CAC (which is now a BoD position) should be omitted.</p> <p>[Special Note: SGI also recommends that the CAC be re-titled the Commercial Advisory <i>Council</i> to distinguish it from a other standing or special committees.]</p> |
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|                             |  | <p>designate the representative from the Commercial Advisory Committee as his/her “proxy” and an Executive Council Member may carry the “proxy” for only one other member at any given time.</p> <p>6.2.5.3 The Chapter, Committee, or Member shall notify both the President and the Executive Director of the name of the person designated as the “proxy” not later than 10 p.m. on the day preceding the Executive Council meeting. Such time shall be based upon the time zone in effect at the location of the Executive Council meeting.</p> |  |   |  |
| Section 6 Executive Council | <p>6.3 The Association’s President shall preside as “Chair” at all meetings of the Executive Council except as permitted herein:</p> <p>6.3.1 In the event the President is unable to attend a meeting, then the remaining members of the Board of Officers shall serve as “Chair” in successive order.</p> <p>6.3.2 The Executive Council may select one of its own members to act as “moderator” at a session or meeting at which no official action can be taken.</p> | IX - Officers   |  | 5.1 of the Policy Manual should be amended to include reference to how the Executive Council will select a presider from among its ranks.   |  |
| Section 6 Executive Council | <p>6.4 The Association’s Director shall serve as the Secretary of Record for the Executive Council.</p>  |   |  | 5.2:2 of the Policy Manual provides that: The Executive Director shall designate a staff member to serve as clerk of record who will record the minutes of all meetings of the Executive Council. |  |
| Section 7 Board of Officers | <p>7.1 There shall be a Board of Officers consisting of the following:</p> <p>7.1.1 A President who shall advance from the position of President-Elect,</p> <p>7.1.2 A President-Elect, First Vice-President and Second Vice-President who shall be elected by the eligible voting membership of</p>   | 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 |   |  |

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|  |   | <p>APCO-International in accordance with the requirements of Article V of the Bylaws,<br/>                 7.1.3 The Executive Director of the Association who shall serve as a non-voting member.</p> |  | <p>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.<br/>                 Section 8.2 Composition. The Executive Committee consists of the following:<br/>                 (a) A President who shall advance from the position of First Vice-President,<br/>                 (b) A First Vice-President and a Second Vice-President who shall be elected by the voting-eligible membership of the Association,<br/>                 (c) The Executive Director who shall serve as a non-voting member.<br/>                 (d) The Immediate Past President.</p>   |  |
|  | <p>Section 8<br/>                 Executive<br/>                 Director</p> | <p>8.1 There shall be a non-elected Executive Director as provided in Article VI of the Bylaws.</p>  | <p>Article VII<br/>                 Board of<br/>                 Directors and<br/>                 Article XI<br/>                 Executive<br/>                 Director</p> | <p>Section 7.1 Composition. The Board of Directors shall consist of:<br/>                 (a) The Executive Committee;<br/>                 (b) Two members selected by each Region;<br/>                 (c) One member of the Commercial Advisory Council;<br/>                 (d) The Executive Director, who shall serve as a non-voting member.<br/><br/>                 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</p> |  |



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|            |                                     |  |                     | 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.   |  |
|            | Section 9<br>Controller             | 9.1 There shall be a non-elected Controller, as provided in Article VII of the Bylaws.   |                     | 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. |  |
|            | Section 10<br>Subsidiaries          | 10.1 The Association may charter and otherwise form subsidiaries of itself in addition to and other than those of Chapters, upon Executive Council approval of such act or acts.   | VII - Officers      | Section 7.6 (d) Approve the formation of subsidiaries;  |  |
|            | Section 11<br>Association<br>Office | 11.1 There shall be an Association Office, known hereinafter as the Office, which houses the Association’s Executive Director, the staff, the Chief Financial Officer, and the resources required to perform the day to day functioning of this organization as set forth in Article VI of the Bylaws. | I - Offices         | 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.  |  |
| III Voting | Section 1<br>Voting Rights          | 1.1 Except as may be restricted in Section 2 of this Article, the following members of the Association have the right to vote within the Annual Quorum in any circumstance involving a change to the Association Constitution and/or the Association Bylaws and in such                                | III -<br>Membership | 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.   |  |

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|  |                            | <p>other circumstances wherein the issue will affect more than one Chapter of the Association:</p> <p>1.1.1 Members in the “Active Member” category, as defined in Article I, Section 2.1 of the Association Bylaws.</p> <p>1.1.2 Members in any membership category who have been granted the designation of “Life Member” in accordance with Article I, Section 3.1 of the Association Bylaws.</p> |                                       |   |   |
|  | Section 1<br>Voting Rights | <p>1.2 Members of the Executive Council may vote on matters brought before the Executive Council except as may be restricted in Section 2 of this Article.</p>   | VI Executive Council                  |   | Such rights are endemic to the body established in 6.1, especially as read in tandem with Art 5 of the Policy Manual. |
|  | Section 1<br>Voting Rights | <p>1.3 Members of the Board of Officers may vote on matters brought before the Board of Officers, except as may be restricted in Section 2 of this Article.</p>  | VIII Executive Committee of the Board | <p>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.</p> <p>Section 10.1 Absence of Quorum. If a quorum shall not be present at any meeting of the</p> |   |

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|  |                                     |  |                          | 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 1<br>Voting Rights          | 1.4 Chapters of APCO-International may establish their own rules with regard to voting rights related to the Chapter, except that they may not establish criteria more stringent than the criteria established herein.   | IV Chapters &<br>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 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 2<br>Voting<br>Restrictions | 2.1 Members shall not vote on any matter that may pose a conflict of interest resulting in a benefit to the individual and/or the individual's employer.<br>2.2 On matters which involve Association representation before an agency or department of a national government, members may vote only with respect to those matters of the country of which they are citizens. Association members, as such, regardless of nationality, are specifically prohibited from taking part in any International matter at issue between the governments of nations with respect to any petition, comment or other pleading within or related to the purpose of the Association except as they may appropriately do in such matter should it be raised within the province of their own country. | III -<br>Membership      | .  | Section 2.1 and 2.2 to be addressed in the Conflict of Interest Policy with amendments subject to 2/3 approval of the Board of Directors. |
|  | Section 2<br>Voting<br>Restrictions | 2.3 The right to vote on matters brought before the Executive Council is restricted to members of the Executive Council except that:<br>2.3.1 Alternates appointed in accordance with Article II, Section 6 of the Association Constitution shall have the right to vote for the duration of their appointment as an alternate.  | VI Executive<br>Council  |  | Such rights are endemic to the body established in 6.1; rights of alternates and proxies are  |

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|              |                                     | 2.3.2 The Executive Director is an ex-officio, non-voting member of the Executive Council and therefore shall not have the right to vote on any matter brought before the Executive Council.  |  |   | established under provisions that shift to the Policy Manual with amendments subject to approval by a majority of the Executive Council.   |
|              | Section 2<br>Voting<br>Restrictions | 2.4 The right to vote on matters brought before the Board of Officers is restricted to current members of the Board of Officers except that:<br>2.4.1 The Executive Director is an ex-officio, non-voting member of the Board of Officers and therefore shall not have the right to vote on any matter brought before the Board of Officers.<br>2.4.2 Members of the Board of Officers who have been suspended from their duties in accordance with the provisions of Article V, Section 7 of the Association Bylaws shall not have the right to vote on any matter brought before the Board of Officers. | VIII Executive Committee of the Board and VII Board of Directors | Section 7.10 ... 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 ... | NOTE: While suspension of voting privileges is a natural effect of being suspended, 7.10 includes mention for greater clarity.   |
|              | Section 2<br>Voting<br>Restrictions | 2.5 Voting eligible members of the Association who are multiple members shall have only one vote in the Annual Quorum or in each voting cycle for the election of individuals to be members of the Board of Officers.   | III - Membership and X - Miscellaneous Meeting Provisions        | 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.   | Article IV, Membership of the Policy Manual, section 8 covers dues of the Multiple Members but does not include voting restrictions. May need to restate the voting restrictions in the Policy Manual. |
| IV Authority | Section 1<br>Membership<br>Quorum   | 1.1 All authority derives from the voting membership of the Association.<br>1.2 The voting membership of the Association is represented by the Quorum as formed at one or more General Business Meetings held   | V Quorum   | Section 5.1 Membership Quorum. Voting-eligible Members attending a business meeting of an Annual Conference shall constitute a Membership Quorum.   | Amendment power is codified in 14.1 of the proposed bylaws.  |

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|                                   |  | during the Association’s Annual Conference. As such, the Quorum wields the full power of the Association.<br>1.3 The Quorum shall have sole authority to amend this Constitution and the Bylaws. This authority may not be delegated to the Executive Council, the Board of Officers, or any other entity. |  |  |  |
| Section 2<br>Executive<br>Council | 2.1 The Executive Council shall have authority to carry out its duties.<br>2.2 The Executive Council shall have the authority to perform all functions and do those acts that the Annual Quorum might do and that are not specifically reserved in this Article to be performed by others.<br>2.3 The Executive Council shall have the authority to poll itself on matters of Association business at any time. It also shall have the authority to convene itself based upon a majority vote of its entire membership exclusive of the Board of Officers.<br>2.4 The Executive Council shall have sole authority to create new Chapters and to modify or cancel the charter of existing Chapters.<br>2.5 The Executive Council shall have sole authority to remove the President, the President-Elect, the First Vice-President, or the Second Vice-President from office for cause, subject to the requirement that two-thirds (2/3) of the entire Executive Council shall vote in favor of the removal. For purposes of this vote, each member of the Executive Council shall vote individually and shall not grant his/her proxy to any other member.<br>2.6 The Executive Council shall have sole authority to approve the annual budget for the Association. It also shall have sole authority to approve any change to the approved annual budget, except that it may grant authority to the Board of Officers and/or the Executive Director to make modifications which are within pre-defined limits established by the Executive Council.<br>2.7 The Executive Council shall have sole authority to approve the purchase or sale of real property by the Association, except that it may grant authority to the Board of Officers 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 Executive | VI Executive Council   | Section 6.2 Duties: Executive Council members shall:<br>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.<br>b) consider any requests to create, modify or cancel the charters of Chapters, except the International Chapter;<br>c) make recommendations on any Bylaw amendments or certain Policy changes that require ratification by the Membership Quorum<br>d) provide advice to the Board of Directors on matters of importance to the public safety communications industry<br>e) offer guidance to the Board of Directors on strategic planning.<br>f) select regional representatives to the Board of Directors in accordance with section 7.3<br>g) select one Executive Council member per region to serve on Executive Council committees (e.g., Finance & Budget Committee).<br><br>Section 6.3 Meeting. The Executive Council shall meet in conjunction with the Annual Conference in furtherance of its duties. | Duties not covered in 6.2 shift to the proposed Board of Directors, 7.6. |  |

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|                              |   | <p>Council.<br/>                 2.8 The Executive Council shall have sole authority to approve changes to the APCO Policy Manual.<br/>                 2.9 The Executive Council shall have sole authority to establish a new project under the APCO Project Series.</p> |   |  |  |
| Section 3 Board of Officers  | <p>3.1 The Board of Officers shall have authority to carry out its duties.<br/>                 3.2 The Board of Officers shall have the authority to perform all functions and do those acts that are not specifically reserved in this Article to be performed by others.<br/>                 3.3 The President shall have specific authority to:<br/>                 3.3.1 Carry out the duties of the President<br/>                 3.3.2 Incur reasonable and proper personal expense in the conduct of Association business subject to reimbursement by the Association.<br/>                 3.3.3 Authorize reimbursement of reasonable and proper personal expense by others in the conduct of Association business.<br/>                 3.3.4 Poll or call into session the Executive Council or any committee of the Association.<br/>                 3.3.5 Engage and maintain the services of an Executive Director in accordance with the requirements of the Constitution and Bylaws.<br/>                 3.3.6 Engage and maintain the services of an individual to serve as the “Controller” in accordance with the requirements of the Constitution and Bylaws.<br/>                 3.3.7 Engage and maintain the services of legal counsel for the Association in accordance with the requirements of the Constitution and Bylaws.<br/>                 3.3.8 Require, enforce, and rule in matters of parliamentary procedure.<br/>                 3.4 The President-Elect, First Vice-President, and Second Vice-President each shall have authority to:<br/>                 3.4.1 Perform the duties assigned to their office.</p> | VIII Executive Committee of the Board and IX Officers   |   | Specific duties of the President not enumerated in the proposed bylaws are codified in relevant provisions of the Policy Manual with amendments to be subject to 2/3 approval of the whole Board of Directors. |  |
| Section 4 Executive Director | <p>4.1 The Executive Director shall have authority to carry out his/her duties.<br/>                 4.2 The Executive Director shall have authority to hire, terminate, assign, evaluate, and discipline employees of the Association, except</p>  | XI Executive Director   | . | Specific duties of the Executive Director are codified in Article  |  |

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|  | <p>that the Executive Director’s authority shall be restricted as provided below:</p> <p>4.2.1 The Executive Director shall not have authority to hire or terminate the individual selected by the Board of Officers to serve as the “Controller” nor shall he/she have authority to assign duties, evaluate, and/or discipline that individual with regard to his/her role as the “Controller”.</p> <p>4.3 The Executive Director shall have authority to set the compensation rate and benefits for all employees except as provided below:</p> <p>4.3.1 The compensation rate and benefits for all employees are subject to the limitations of the Annual Budget, as approved by the Executive Council.</p> <p>4.3.2 The Executive Director’s authority to set the compensation rate and benefits of the individual serving as the “Controller” is subject to approval by the Board of Officers.</p> <p>4.4 The Executive Director shall have authority to establish administrative, personnel, and operating policies, practices, and procedures as necessary to the efficient function and operation of APCO Headquarters.</p> <p>4.5 The Executive Director shall have authority to enter into contracts to lease and/or purchase equipment and supplies necessary to the function and operation of the Association subject to the limitations of the annual budget and subject to the prior approval of the Board of Officers for all expenditures exceeding an amount established by the Board of Officers.</p> <p>4.6 The Executive Director shall have authority to enter into contracts for consulting and personal services necessary to the function and operation of the Association subject to the limitations of the annual budget and subject to the prior approval of the Board of Officers for all expenditures exceeding an amount established by the Board of Officers.</p> <p>4.7 The Executive Director shall have authority to incur reasonable and proper personal expense in the conduct of Association business subject to reimbursement by the Association.</p> <p>4.8 The Executive Director shall have authority to reimburse reasonable</p> |  |  | <p>VIII of the Policy Manual.</p> |
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|                          |   | <p>and proper personal expense by employees of the Association in the conduct of Association business.</p> <p>4.9 The Executive Director shall have the authority to sign official documents in the name of the Association subject to a requirement that whenever prior approval is required from the Executive Council or from the Board of Officers for the action being taken by the signing of the document, such approval shall have been first obtained.</p> <p>4.10 The Executive Director shall have the authority to designate a full time employee to perform the functions assigned to the “Chief Financial Officer.”</p>   |                                     |   |   |
|                          | Section 5<br>Controller   | <p>5.1 The individual serving as the Controller shall have the authority to carry out his/her duties.</p> <p>5.2 The Controller shall have the authority to monitor the expenditure of funds by the Association to ensure such expenditures are in accordance with Federal, state, and local laws and regulations and with the Annual Budget, the Constitution, the Bylaws, the APCO Policy Manual, the Bylaws of the Association’s subsidiaries, the Policy Manuals of the Association’s subsidiaries, and other published policies.</p> <p>5.3 The Controller shall have the authority to monitor the use and disposal of Association assets to ensure that such use/disposal is in accordance with Federal, state and local laws and regulations and with the Annual Budget, the Constitution, the Bylaws, the APCO Policy Manual, the Bylaws of the Association’s subsidiaries, the Policy Manuals of the Association’s subsidiaries, and other published policies.</p> <p>5.4 The Controller shall have the authority to report discrepancies in the expenditure of funds and/or the use or disposal of Association assets directly to the Executive Director, the Board of Officers, and/or the Executive Council, as he/she deems appropriate.</p> | Article XI<br>Executive<br>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. | Specific duties of the Controller need to shift to a new section of the Policy Manual (Art VIII) subject to amendment by 2/3 approval of the whole Board of Directors |
| V Chartering of Chapters | Section 1<br>Requirements<br>and Section 2<br>Cancellation of<br>Charters | <p>1.1 The process for applying for a new charter as a Chapter shall be defined in the APCO Policy Manual.</p> <p>1.1.1 Such application shall be approved by not less than ten (10) persons who are members of APCO-International; who reside and/or work within the geographic boundaries of the proposed charter area; and</p>   | IV Chapters &<br>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  | Information not included in the Proposed Bylaws should be woven into Article III of   |



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|  | <p>who either are members in the Active Member category or would become eligible to be in the Active Member category upon approval of the application.</p> <p>1.1.2 If an application proposes a new Chapter whose charter area would encompass the geographic area of more than one country, then for each of the countries, in addition to the requirements contained in Section 1.1.1 of this Article, the application also shall be approved by not less than six (6) persons who are members of APCO-International and work and/or reside within the boundaries of each of the countries proposed to be within the boundaries of the new Chapter.</p> <p>1.1.3 If such application proposes sub-dividing an existing Chapter, then the process shall require that the voting-eligible members of the chapter shall vote on the proposal. A majority of the voting-eligible members who reside and/or work in each portion of the sub-divided area shall vote to approve the division of the Chapter.</p> <p>1.2 The geographic boundary of each Chapter shall be defined in its charter.</p> <p>1.2.1 The geographic boundary of each Chapter within the United States of America and its Territories shall coincide with the boundary of one or more states or territories except that this requirement shall not apply to Chapters that were not so bound as of August 11, 1988.</p> <p>1.2.2 The geographic boundary of each Chapter outside the United States of America and its Territories shall coincide with the boundary of one or more countries.</p> <p>1.2.2.1 The geographic boundary shall not conflict with any requirement or limitation contained in the document known as the APCO Alliance for Global Cooperation and Development.</p> <p>1.3 Each Chapter shall have a Constitution and/or Bylaws that are regularly maintained.</p> <p>1.3.1 Such Constitution and/or Bylaws shall not conflict with the Association Constitution, the Association Bylaws, or the APCO Policy Manual.</p> <p>1.3.2 Each Chapter shall provide a copy of its Constitution and/or</p> |  | <p>Association that are required to comply 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.</p> <p>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.</p> | <p>the Policy Manual (especially current Constitutional provision 1.3.1 and all of 2) with amendments subject to majority approval of the Executive Council.</p> |
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|  | <p>Bylaws to APCO-International within 30 days after approval or amendment by the appropriate Quorum.</p> <p>1.4 Chapters may have names of their own choice provided that such name shall include the acronym “APCO”.</p> <p>1.4.1 Chapters not so named prior to August 11, 1998, shall be exempt from this requirement until such time as they make any change to their name.</p> <p>1.5 Each Chapter shall conduct not less than two (2) formal meetings each year.</p> <p>1.5.1 Each such meeting shall be held within the geographic boundaries of the Chapter at a location determined by the Chapter Executive Board except that meetings utilizing electronic media shall be acceptable.</p> <p>1.5.2 Each such meeting shall occur at a time determined by the Chapter Executive Board provided that such time shall be between the closing of one Annual Conference of the Association and the opening of the next Annual Conference.</p> <p>1.5.3 Each such meeting shall include a meeting of the Chapter Executive Board and may include such other activities, as the Chapter may deem appropriate.</p> <p>1.5.4 Each Chapter shall establish a procedure to notify its membership of such meetings.</p> <p>1.6 Each Chapter shall prepare minutes of its meetings.</p> <p>1.6.1 The minutes shall include a record of all actions of significance.</p> <p>1.6.2 The Chapter shall make the minutes of its meetings available to its membership in such form as the Chapter Executive Board deems appropriate.</p> <p>1.6.3 The Chapter shall forward a copy of the minutes of its meetings to APCO-International Headquarters within 30 days after approval.</p> <p>1.7 All members of APCO-International who reside and/or work within the geographic boundaries of a Chapter shall be members of that Chapter. Furthermore, individuals who become a “Multiple Member” in accordance with Article I of the Association Bylaws also shall be considered to be a member of each Chapter within which he/she has</p> |  |  |  |
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|  | <p>established a “Multiple” membership.</p> <p>1.7.1 The membership category of each such member shall be the same as the membership category held within APCO-International except that a Chapter may grant “Chapter Life Member” status to a member in accordance with Article I of the Association Bylaws.</p> <p>1.7.2 No person who is not a member of APCO-International shall be granted membership in a Chapter except that a Chapter may grant “Chapter Honorary Member” status to an individual in accordance with Article I or the Association Bylaws.</p> <p>1.7.3 Each Chapter may establish its own rules with regard to voting eligibility for purposes of conducting chapter business except that such rules shall not be more stringent than the rules established for voting-eligibility within APCO-International.</p> <p>1.7.4 In the event a new Chapter is formed during the course of a membership year, then any dues amount that had been paid to a former chapter shall remain with that chapter. All dues amounts payable to the chapter after the start of the next membership year shall be paid to the newly formed Chapter.</p> <p>2.1 The Executive Council may cancel and/or modify the charter of a Chapter in accordance with its authority granted under Section 2, Article IV of the Association Constitution upon making a finding that one or more of the following conditions exist.</p> <p>2.1.1 The membership of the Chapter has declined to less than ten (10) individual members in any membership category or less than five (5) members in the Active Member category.</p> <p>2.1.2 The Chapter fails to comply with the requirements of the Association Constitution, the Association Bylaws, and/or the APCO Policy Manual.</p> <p>2.1.3 The Chapter acts in a manner that degrades the prestige and/or inhibits the effectiveness of APCO-International.</p> <p>2.2 In the event the Executive Council cancels the charter of a Chapter whose geographic boundaries are within the United States of</p> |  |  |  |
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|  | <p>America and/or its Territories, then the Executive Council shall also modify the charter of another chapter to include the territory of the cancelled chapter. The purpose of this requirement is to ensure that all members of the cancelled chapter continue to be members of an Association chapter other than the Chapter known as the International Chapter of APCO.</p> <p>2.2.1 The Chapter whose charter is modified to include the geographic territory of the cancelled chapter shall have been geographically adjacent to the cancelled chapter. The purpose of this is to maintain a single, contiguous geographic area for the modified chapter.</p> <p>2.3 In the event the Executive Council cancels the charter of a Chapter whose geographic boundaries are outside the United States of America and its Territories, then the members of the cancelled chapter shall become members of the International Chapter of APCO.</p> <p>2.4 The Board of Officers may place a Chapter into a “Probationary” status if it believes that any of the conditions identified in Section 2.1 of this Article exist.</p> <p>2.4.1 The Board of Officers shall promptly notify the last known Chapter President and the last known Executive Council Member of the circumstances leading to their belief that the Chapter is not in compliance with this Article.</p> <p>2.4.2 The Board of Officers shall cause a notice to be sent to all members of the Chapter that the chapter has been placed in a “Probationary” status.</p> <p>2.4.3 The Board of Officers shall permit the Chapter officers not less than 30 days to file a response to the notification of being placed into a “Probationary” status.</p> <p>2.4.4 If the Board of Officers determines that the condition that caused them to place a Chapter into a “Probationary” status has been resolved, then the Board of Officers shall return the Chapter to a “Normal” status.</p> <p>2.4.5 If, after the 30-day response period required above has elapsed, the Board of Officers determines that the Chapter is unwilling or unable to resolve the condition that caused the Board of Officers to place the</p> |  |  |  |
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|                               |                   | Chapter into a “Probationary” status, then the Board of Officers shall notify the Executive Council of the condition and request that the Executive Council take action, as it may deem appropriate, in accordance with the provisions of this Article   |                               |  |         |
| VI (Reserved)                 |                   |  |                               |  | Deleted |
| VII Bylaws and Policy Manuals | Section 1 Bylaws; | <p>1.1 The Association Bylaws are hereby established.</p> <p>1.2 The Association Bylaws shall further define the requirements of this Constitution and may contain other items of significant importance to the function and operation of the Association. In general, the Association Bylaws shall not define practices and procedures unless such are of great significance and failure to follow such practices and procedures would bring harm to the Association.</p> <p>1.2.1 In the event there is a conflict between a requirement contained in the Association Bylaws and a requirement contained in this Constitution, then the requirements of this Constitution shall prevail. Such conflict shall be corrected by amendment of the Association Bylaws and/or an amendment of this Constitution as the Association’s membership may deem appropriate based upon a vote of the Annual Quorum at its next regular meeting.</p> <p>1.3 Modification of the Association Bylaws shall require a majority vote of the Association Quorum. This requirement may not be delegated to any other entity except as permitted below:</p> <p>1.3.1 Upon making a finding that an unusual circumstance exists for which significant harm would come to the Association if action were delayed until the next meeting of the Association’s Annual Quorum, the Executive Council may waive or modify a requirement contained in the Association Bylaws subject to a requirement that three-fourths (3/4) of the Executive Council Quorum shall agree to a finding that an unusual circumstance exists and shall agree to the recommended course of action. Furthermore, the President shall cause to be published in the next possible issue of the Association’s official publication the finding of the Executive Council of an unusual circumstance and its nature and the course of action taken by the Executive Council.</p> | Article XIV<br>Power to Amend | <p>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.</p> <p>Section 14.2 Emergency Amendments. Upon making a finding that an unusual circumstance exists for which significant harm would come to the Association if action were delayed until the next meeting of the Association’s Membership Quorum, the Executive Council may waive or modify a requirement contained in the Association Bylaws subject to a requirement that three-fourths (3/4) of the Executive Council shall agree to a finding that an unusual circumstance exists and shall agree to the recommended course of action. Furthermore, the President shall cause to be published in the next possible issue of the Association’s official</p> |         |

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|  |   | <p>1.3.2 The Constitution and Bylaws Committee may make non-substantive changes to the Association Bylaws in order to correct errors in grammar, punctuation, spelling, cross-references when the correct cross-reference is obvious and the use of incorrect words when the correct word is obvious. The Constitution and Bylaws Committee also may adjust the numbering of individual sections to maintain proper numerical sequence and to maintain a consistent style and format of section numbering but not to change the relative order of individual sections. Such non-substantive changes shall require approval by the Board of Officers and ratification by the Executive Council in accordance with the process.</p>  |  | <p>publication the finding of the Executive Council of an unusual circumstance and its nature and the course of action taken by the Executive Council.</p> | <p>Re-codify 1.3.2 as a power of the Bylaws Committee under 2:6 of the Policy Manual with amendments to this policy subject to 2/3 approval of the whole Board of Directors.</p> |
|  | <p>Section 2<br/>APCO Policy Manual</p> | <p>2.1 The APCO Policy Manual is hereby established.<br/>                 2.2 The APCO Policy Manual shall further define the requirements of the Association Constitution and of the Association Bylaws and may define the operating policies, practices and procedures that are essential to the proper conduct of the day-to-day affairs of the Association.<br/>                 2.2.1 In the event there is a conflict between a requirement contained in the APCO Policy Manual and a requirement contained in either this Constitution or the Association Bylaws, then the requirement of this Constitution and/or of the Association Bylaws shall prevail. Such conflict shall be corrected by an amendment of the APCO Policy Manual as soon as possible. The Executive Council also may recommend an amendment of the Association Constitution and/or the Association Bylaws subject to approval by the Association Annual Quorum in accordance with the requirements for amending those documents.<br/>                 2.3 Modification of the APCO Policy Manual shall require a majority vote of either the Association Annual Quorum or the Executive Council Quorum. This requirement may not be delegated to any other entity except as permitted below:<br/>                 2.3.1 Upon making a finding that an unusual circumstance exists for which significant harm would come to the Association if action were</p> |  |  | <p>Deleted. To be re-codified in Article I of the Policy Manual with amendments subject to 2/3 approval of the whole Board of Directors.</p>                                     |

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|   |  | <p>delayed until the next meeting of the Executive Council, the Board of Officers may waive or modify a requirement contained in the APCO Policy Manual subject to a requirement that a majority of the members of the Board of Officers shall agree to the finding of unusual circumstance and shall agree to the recommended course of action and further subject to a requirement that the Executive Council ratify the finding and course of action in accordance with the requirements of Article V, Section 2.2 of the Association Bylaws.</p> |  |  |                      |
| Section 3<br>Annual<br>Conference<br>Manual | <p>3.1 The Executive Director, under the guidance of the Board of Officers and the Executive Council, shall create and maintain an Annual Conference Manual.</p> <p>3.2 The Annual Conference Manual shall define the practices and procedures associated with conducting the Association’s Annual Conference.</p> <p>3.2.1 The Annual Conference Manual shall serve as the basis of a Memorandum of Understanding between the Association Headquarters Staff and a Host Chapter Committee with regard to the division of roles and responsibilities for the successful conduct of the Association’s Annual Conference.</p> <p>3.3 The Annual Conference Manual may be amended upon recommendation of the Executive Director, the Board of Officers, or the Executive Council subject to approval by either of the following methods:</p> <p>3.3.1 By majority vote of the Executive Council giving due regard to the impact such amendment may have upon an existing Memorandum of Understanding for a scheduled Annual Conference.</p> <p>3.3.2 By majority vote of the Board of Officers giving due regard to the impact such amendment may have upon an existing Memorandum of Understanding for a scheduled Annual Conference and subject to a requirement that the Executive Council ratify the amendment in accordance with the requirements of Article V, Section 2.2 of the Association Bylaws.</p> |  | <p>Section 5.1 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 a Membership Quorum.</p> | <p>To be re-codified as Policy with amendments subject to 2/3 approval of the whole Board of Directors.</p> <p>Section 3.3 is now a matter for the Board of Directors.</p> |                      |
| Section 4                                   | <p>4.1 The Executive Director, under the guidance of the Board of</p>  |  |  |  | To be re-codified as |

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| <p>Regional Conference Manual</p>                                   | <p>Officers and the Executive Council, shall create and maintain a Regional Conference Manual.<br/>                     4.2 The Regional Conference Manual shall provide guidance to Association Chapters that are hosting a Regional Conference.<br/>                     4.2.1 The guidance contained in the Regional Conference Manual shall be considered as non-binding except that the scheduling of Regional Conferences shall conform to the requirements contained in Article X of the Association Bylaws.<br/>                     4.2.2 While the guidance contained in the Regional Conference Manual may be considered as non-binding, the Host Chapter shall comply with and satisfy the requirements of the Regional Consortium.<br/>                     4.3 The Regional Conference Manual may be amended upon recommendation of the Executive Director, the Board of Officers, or the Executive Council subject to approval by either of the following methods:<br/>                     4.3.1 By majority vote of the Executive Council giving due regard to the impact such amendment may have upon a Chapter scheduled to host a Regional Conference.<br/>                     4.3.2 By majority vote of the Board of Officers giving due regard to the impact such amendment may have upon a Chapter scheduled to host a Regional Conference and subject to a requirement that the Executive Council ratify the amendment in accordance with the requirements of Article V, Section 2.2 of the Association Bylaws.</p> |  |  | <p>Policy with amendments subject to 2/3 approval of the whole Board of Directors.</p> <p>Section 4.3 is now a matter for the Board of Directors.</p> |
| <p>Section 5 Policy and Procedures Manuals of APCO Subsidiaries</p> | <p>5.1 The Executive Director, under the guidance of the Board of Officers and the Executive Council, shall create and maintain a Policy and Procedures Manual for each APCO Subsidiary.<br/>                     5.2 The Policy and Procedures Manual for each APCO Subsidiary shall define the practices and procedures associated with conducting the business of that Association Subsidiary.<br/>                     5.3 The Policy and Procedures Manual for each APCO Subsidiary may be amended upon recommendation of the Executive Director, the Board of Officers, or the Advisory Committee for the Subsidiary subject to approval as follows:</p>   |  |  | <p>To be re-codified as part of 2.2 of the Policy Manual with amendments subject to 2/3 approval of the whole Board of Directors.</p>                 |



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|                       |                              | <p>5.3.1 The Advisory Committee for the Subsidiary shall review and approve the proposed amendment; and,</p> <p>5.3.2 The Board of Officers shall review and approve the proposed amendment; and,</p> <p>5.3.3 A copy of the updated Policy and Procedures Manual shall be distributed to each member of the Executive Council together with a summary of the changes being made to the document. The Executive Council shall be allowed 30 days to make comments regarding the proposed amendment. Unless a majority of the Executive Council express an objection to the proposed amendment, it shall become effective upon the ending of the 30-day review period.</p>  |                            |  |   |
|                       | Section 6<br>Manuals         | <p>6.1 The Executive Director, under the guidance of the Board of Officers and the Executive Council, may recommend creation of other manuals necessary to conducting the Association’s business.</p> <p>6.2 The purpose of such manuals shall be defined when the manual is created.</p> <p>6.3 The authority to approve the creation and/or modification of each such manual shall be defined by the Executive Council at the time the manual is created.</p>  |                            |  | Deleted   |
| VIII Trademark        | Section 1<br>Trademark       | <p>1.1 The APCO trademark (Logo) shall be registered: It may not be used by other than the Association except as follows:</p> <p>1.1.1 By Chapters for stationery and banners.</p> <p>1.1.2 By Standing Committees for stationery.</p> <p>1.1.3 Any other use is prohibited, except as may be specifically provided for in the APCO Policy Manual or in contracts approved by the Board of Officers</p> <p>1.1.4 Permission to deviate from this policy requires the express previous consent of the Board of Officers or, as delegated by the Board of Officers, the approval of the Executive Director. Violation of this policy by members may, among other penalties, result in charter cancellation or expulsion from membership.</p> |                            | Deleted  | To work into 2.11, Style Guide of the Policy Manual, which addresses trademarks, subject to 2/3 approval of the whole Board of Directors. |
| IX<br>Indemnification | Section 1<br>Indemnification | 1.1 Every member of the Executive Council, Board of Officers, Executive Director, Committees, employees and others as specified  | XIII General<br>Provisions | Section 13.3 Indemnification. The Association shall, to the full extent of its power | Counsel’s draft of the proposed   |

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|             |   | <p>from time to time by the Board of officers shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon them in connection with any proceeding to which they may be made a party, or in which they may become involved, by reason of being or having been a Council member, Officer or employee of the Association, or any settlement thereof, whether or not the person is a Council member, officer or employee at the time such expenses are incurred, except in such case wherein the Council member, Officer or employee is adjudged guilty of willful misfeasance or malfeasance in the performance of duties. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which the indemnified may be entitled.</p> |                | <p>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.</p> | <p>language provides additional clarification that coverage is through to final adjudication to hopefully reassure volunteers of their protection from suit so such liability concerns due not become an impediment to service.</p> |
| X Amendment | Section 1 Requirements and Section 2 Effective Date | <p>1.1 The Association Constitution may be amended only by a two-thirds (2/3) affirmative vote of an Annual Conference Quorum in regular session except as provided under Section 1.2 of this Article.<br/>                     1.1.1 A proposal to amend the Association Constitution shall be submitted in accordance with the process defined in the APCO Policy Manual.<br/>                     1.2 The Constitution and Bylaws Committee may make non-substantive changes to the Constitution in order to correct errors in grammar,</p>  | XIV Amendments | <p>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</p>  | <p>Art X of the Constitution relates to amending the Constitution, which does not have an equivalent under the SGI proposals.</p>   |

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|  |  | <p>punctuation, spelling, cross-references when the correct cross-reference is obvious and the use of incorrect words when the correct word is obvious. The Constitution and Bylaws Committee also may adjust the numbering of individual sections to maintain proper numerical sequence and to maintain a consistent style and format of section numbering but not to change the relative order of individual sections. Such non-substantive changes shall require approval by the Board of Officers and ratification by the Executive Council in accordance with the process defined in the APCO Policy Manual.</p> <p>Section 2 Effective Date<br/>                 2.1 Resolutions to amend the Association Constitution shall become effective upon the adjournment of the Annual Conference at which they were adopted unless the resolution specifies an alternate effective date.<br/>                 2.2 Non-substantive changes, as defined in Section 1.2 of this Article, that are submitted by the Constitution and Bylaws Committee and subsequently approved by the Board of Officers shall become effective upon ratification by the Executive Council.</p> |  | <p>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.</p> <p>Section 14.2 Emergency Conditions. Upon making a finding that an unusual circumstance exists for which significant harm would come to the Association if action were delayed until the next meeting of the Association’s Membership Quorum, the Executive Council may waive or modify a requirement contained in the Association Bylaws subject to a requirement that three-fourths (3/4) of the Executive Council shall agree to a finding that an unusual circumstance exists and shall agree to the recommended course of action. Furthermore, the President shall cause to be published in the next possible issue of the Association’s official publication the finding of the Executive Council of an unusual circumstance and its nature and the course of action taken by the Executive Council.</p> | <p>As it pertains to the Bylaws, re-codify 1.2 and 2.2 as a power of the C&amp;B Committee under 7.2:4 of the Policy Manual with amendments to this policy subject to 2/3 approval of the whole Board of Directors.</p> |
|  |  |  | <p>X<br/>                 Miscellaneous Meeting Provisions</p> | <p>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.</p>   | <p>No corresponding sections found in the current Constitution (or Bylaws).</p>   |

**APCO Strategic Governance Initiative  
Side by Side Comparison of Current Constitution and Bylaws versus the Proposed Bylaws**

| <b>Current Bylaws Article Number/Title</b> | <b>Current Bylaws Section Number/Title</b>  | <b>Current Bylaws Sub Section Number/Contents</b>  | <b>Proposed Bylaws Article Number/Title</b> | <b>Proposed Bylaws Section Number/Title/Contents</b>  | <b>Comments</b>   |
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| I - Membership                             | Section 1<br>General Eligibility Requirements;<br>Section 2<br>Categories;<br>Section 3<br>Designations | <p>1.1 Members shall be admitted in strict conformity with the category requirements herein set forth. Membership shall not be denied on the basis of race, color, creed, national origin, or numerical limitation. Members of Chapters are members of the Association in accordance with the membership categories described in Section 2 of this Article.</p> <p>1.2 Except as permitted in Section 2.1.1.1 of this Article (and while so involved), the category of membership enjoyed shall reflect the current employment status of the member.</p> <p>1.3 Members shall be assigned to Chapters based upon the relationship of their primary residence and primary place of business or work to the chartered areas of Association Chapters. Such Chapter shall be known as the member’s “Home Chapter”.</p> <p>1.3.1 Members whose primary residence is within the chartered area of one Chapter and whose primary place of business or work is within the chartered area of another Chapter may select the Chapter that will serve as their Home Chapter. They may also choose to become a Multiple Member of the other Chapter in accordance with the requirements of Section 3.3 of this Article.</p> <p>1.3.2 Members whose business or work crosses into the chartered area of more than one Association Chapter may become a Multiple Member of such additional Chapters in accordance with the requirements of Section 3.3 of this Article.</p> <p>1.4 Membership shall be restricted to individuals satisfying one of the following criteria:</p> <p>1.4.1 Individuals who work in and/or directly support the design, construction, installation, maintenance, operation, and management</p> | III Membership                              | <p>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 Quorum.</p> <p>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.</p> <p>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.</p> | <p>To be re-codified as Membership Policy with amendments subject to Quorum approval.</p> <p>Note that the Membership Committee has issued a report that recommends small changes to this policy.</p> |

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|  | <p>of public safety communications systems.</p> <p>1.4.2 Individuals who can demonstrate an interest in public safety communications systems that would be of benefit to the Association and/or its members.</p> <p>1.5 With the exception of the Governmental Group and Corporate Group member category, the members of the Association are individuals. The membership of the Association shall be divided into the following categories: Active Member, Member, Commercial Member and International Associate Member. A designation of Life, Honorary, Chapter Life, Chapter Honorary, Multiple, and Senior may be added to each of these categories except that designation may not be added to the International Associate Member category.</p> <p>1.6 There shall also be available Governmental Group and Corporate Group membership.</p> <p>1.7 Applications for membership shall be processed in accordance with the provisions of this Article.</p> <p>2.1 Active Member</p> <p>2.1.1 The following individuals shall be eligible for membership in the “Active Member” category:</p> <p>2.1.1.1 Personnel responsible for design, construction, installation, maintenance, command, and operation of public safety systems and supporting information systems. Such persons must be employed by, retired from or a volunteer of a governmental entity or a contractor of a governmental entity providing the described services. Members must be actively engaged in or retired from the performance of the described services for the specific entity on a regular basis and may not have a conflicting commercial interest which provides a significant portion of their income. Examples of qualifying positions include but are not limited to engineers, technicians, managers, supervisors and telecommunicators.</p> <p>2.1.2 Members in the “Active Member” category may vote in the annual quorum, may enjoy all benefits and privileges and, except</p> |  |  |  |
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|  | <p>where otherwise limited, may serve in any capacity in the Association and its chapters, except where otherwise limited.</p> <p>2.2 Member</p> <p>2.2.1 The following individuals are eligible for membership in the Association in the “Member” category and shall enjoy all benefits and privileges of the Association except that their voting privileges are as provided for in Article III of the Constitution.</p> <p>2.2.1.1 Individuals who perform a non-administrative and/or non-supervisory function within their agency and who otherwise meet the requirements of Section 2.1.1.1 above and who, at the applicant’s discretion, select this category; or</p> <p>2.2.1.2 Individuals not meeting the requirements of any other category.</p> <p>2.3 Commercial Member</p> <p>2.3.1 Those persons who receive compensation in any form for services rendered in business and industry are eligible to be Commercial members. Except for the Commercial Advisory Committee Member on the Executive Council, voting privileges are as provided for in Article III of the Constitution. They may otherwise enjoy all benefits and privileges of the Association.</p> <p>2.4 Governmental Group Memberships</p> <p>2.4.1 Any political entity qualifying under the meaning and intent of this Constitution and Bylaws, hereinafter referred to as the Master Applicant in this category, among whose employees two (2) or more are eligible for membership in accordance with the other Sections of this Article whom the Master Applicant wishes to enroll as a group in this Association is eligible for this category of membership with the following stipulations:</p> <p>2.4.1.1 At least one of the employees in each applicant group per each dues year shall be eligible for, or the particular Master Applicant shall have at least one employee enrolled as, an Active member of this Association;</p> <p>2.4.1.2 All employees in each group shall reside, live or work within</p> |  |  |  |
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|  |  | <p>the boundaries of the particular Chapter chartered in that geographical area and shall be members of that Chapter unless otherwise approved by the Board of Officers;</p> <p>2.4.1.3 Memberships in good standing within a group may be transferred during a given dues period from current employees leaving the group to new employees entering the group upon each such individual request by the Master Applicant to the appropriate Chapter Secretary;</p> <p>2.4.1.4 The individual members shall be categorized as, pay dues, and serve in this Association in accordance with the appropriate membership requirements which are set forth elsewhere in the Bylaws and APCO Policy Manual, and, the will of the Governmental member shall be expressed within this Association only by means of these individual members.</p> <p>2.4.2 Benefits and privileges of Governmental Membership are those as defined in the Governmental Category of the Bylaws and APCO Policy Manual.</p> <p>2.5 Corporate Group Memberships</p> <p>2.5.1 Any corporation that received compensation in any form for services rendered or products sold in business or industry is eligible to become a Corporate Member.</p> <p>2.5.2 Except for the Commercial Advisory Committee member on the Executive Council, voting privileges for individuals who are covered by Corporate Membership are as provided for in Article III of the Constitution.</p> <p>2.5.3 Benefits and privileges of Corporate Membership are those as defined in the Commercial Category of the Bylaws and APCO Policy Manual.</p> <p>2.5.4 Corporate group membership dues shall be uniform for all Chapters in the United States as defined Section 1.1 of Article II of the Bylaws.</p> <p>2.5.5 Corporate group membership levels shall be detailed in the APCO Policy Manual.</p> |  |  |
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|  | <p>2.6 International Associate Member</p> <p>2.6.1 Individuals who are members of a “participating organization”, as that term is defined in the document known as the APCO Alliance for Global Cooperation and Development (hereinafter referred to as the Global Alliance) also shall be members of APCO-International in the International Associate Member category.</p> <p>2.6.1.1 Members in the International Associate Member category shall not be issued a membership card or other documentation that identifies status as a member of APCO-International.</p> <p>2.6.2 Members in the International Associate Member category shall not have the right to vote on any matter brought before the Annual Quorum, the Executive Council, the Board of Officers, nor within any Chapter of the Association.</p> <p>2.6.3 Members in the International Associate Member category shall not have the right to hold elected office within the Association.</p> <p>2.6.4 Members in the International Associate Member category shall not be eligible for any of the designations defined in Section 3 of this Article.</p> <p>2.6.5 Members in the International Associate Member category shall not be required to pay dues, as defined in Article II of the Association Bylaws.</p> <p>2.6.6 Members in the International Associate Member category shall enjoy only those rights, benefits, and privileges defined in the document known as the APCO Alliance for Global Cooperation and Development.</p> <p>2.6.6.1 Members in the International Associate Member category may be required to show documentation demonstrating current membership in a participating organization of the Global Alliance prior to receiving such rights, benefits, and privileges.</p> <p>3.1 Life Member</p> <p>3.1.1 This highest level of membership shall be awarded only to</p> |  |  |  |
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|  |  | <p>those persons currently holding another category of membership in the Association. The Life Member title shall be added to that of any other category of membership.</p> <p>3.1.2 This honor may be bestowed upon members who have, at the Association level, made significant contributions toward the fulfillment of the purpose of the Association. Consideration will be given to the range of applicable accomplishments that demonstrate the candidate’s breadth of contributions to the purpose of APCO.</p> <p>3.1.3 To be eligible for APCO Life Member, the nominee shall, as a minimum, complete the requirements of either 3.1.3.1 or 3.1.3.2 identified below:</p> <p>3.1.3.1 Served a full term as President of the Association or;</p> <p>3.1.3.2 Been a member of APCO for a minimum of fifteen (15) years and made at least five (5) major accomplishments which have contributed significantly towards meeting the needs of all Chapters, regulatory, and policy making bodies, the commercial, general public safety, and international communities, or any combination thereof. A list of suggested major accomplishments which may be used as a guideline to determine LIFE MEMBER qualifications is shown below:</p> <p>3.1.3.2.1 Served four (4) or more years as an Executive Council Member;</p> <p>3.1.3.2.2 Served four (4) or more years as a Local Area Frequency Advisor;</p> <p>3.1.3.2.3 Served as the Chair of an Association Committee, Standing Committee, or Special Task Force (e.g. Projects 25, 31, 33, 34, 35, CALEA, etc.); chairing each such Committee or Task Force would constitute a single accomplishment;</p> <p>3.1.3.2.4 Served two or more years as a member of the Advisory Committee for one of the Association’s subsidiaries; served two or more years as a member of the Editorial Advisory Committee; or two or more years as a member of a committee identified in the APCO Policy Manual as being an “Executive Council Committee”.</p> |  |  |  |
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|  |  | <p>Membership on each such Committee shall constitute a single accomplishment;</p> <p>3.1.3.2.5 Served as an active member of one or more Association Standing Committees; not more than two (2) accomplishments may be counted from this subsection;</p> <p>3.1.3.2.6 Served as the Chair of a Regional Conference, or as Chair of a Regional Conference Standing Committee as delineated by the Regional Conference Manual;</p> <p>3.1.3.2.7 Served as the Chair of an Annual Conference; or as Chair of an Annual Conference Standing Committee as delineated by the APCO Annual Conference Manual; and</p> <p>3.1.3.2.8 Made other contributions that promote APCO-International (beyond benefit to a single Chapter) or to the art of public safety communications (e.g., NPSTC, PSWAC, NCC, NASNA etc.).</p> <p>3.1.4 This honor shall be bestowed in accordance with the requirements in the APCO Policy Manual.</p> <p>3.1.5 The APCO Life Member title and the member’s regular other membership category title with all its privileges and benefits shall be enjoyed, and held exempt from dues, for the life or until the resignation of such member.</p> <p>3.1.6 Individuals who are members of the Association in the Member category and who otherwise satisfy the requirements contained in Section 2 of this Article for membership in the Active Member category shall be elevated to the Active Member category upon being granted status as a Life Member.</p> <p>3.1.7 An individual’s eligibility for membership in the Active Member category or the Commercial Member category is based solely upon his/her employment status at any particular point in time and is independent of their designation as a Life Member.</p> <p>3.1.7.1 Individuals whose membership eligibility changes from Active Member to Commercial Member or vice versa shall so notify APCO Headquarters.</p> |  |  |  |
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|  | <p>3.2 Senior Member</p> <p>3.2.1 The designation of “Senior” may be added to any category of individual membership.</p> <p>3.2.2 To be eligible for APCO Senior Member, the nominee shall, as a minimum, have been a member of APCO for ten (10) years or more; be a member in good standing at the time of the award; and made at least three (3) significant contributions to APCO, including one on an Association level. A suggested list of contributions is listed below:</p> <p>3.2.2.1 Served one (1) or more years as President of a Chapter;</p> <p>3.2.2.2 Served two (2) or more years as an Executive Council Member;</p> <p>3.2.2.3 Served as an active member of an Association Special Committee or Special Task Force (e.g. NPSPAC, PSWAC, Project 25, 31, 33, 34, 35, CALEA, etc.) (Count service on each Committee as separate contribution.)</p> <p>3.2.2.4 Served as an active member of one or more Association Standing Committees;</p> <p>3.2.2.5 Served as an Chair of a Chapter, Regional, or Annual Conference;</p> <p>3.2.2.6 Served two (2) or more years as a Local Area Frequency Advisor;</p> <p>3.2.2.7 Served two (2) or more years as a member of the Chapter Executive Committee;</p> <p>3.2.2.8 Served two (2) or more years as the Chair of a Chapter Standing Committee;</p> <p>3.2.2.9 Served two or more years as a member of the Advisory Committee for one of the Association’s subsidiaries. Membership on each such Committee shall constitute a single accomplishment;</p> <p>3.2.2.10 Served as a presenter at a Chapter, Regional, or Annual Conference;</p> <p>3.2.2.11 Served as the Chair of a Chapter, Regional, or Annual Conference Committee;</p> |  |  |  |
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|  |  | <p>3.2.2.12 Served as Chapter Committee member for a major legislative accomplishment;</p> <p>3.2.2.13 Served two (2) or more years as the Chair of a Regional Spectrum Planning Committee;</p> <p>3.2.2.14 Served a full term as an officer of another national or international public safety organization (e.g. IACP, IAFC, NENA, etc.); or</p> <p>3.2.2.15 Made other contributions that promote APCO-International (beyond benefit to a single Chapter) or to the art of Public Safety Communications.</p> <p>3.2.3 This honor shall be bestowed in accordance with the requirements in the APCO Policy Manual.</p> <p>3.2.4 The APCO Senior Member title and the member’s regular other membership title with all its privileges and benefits shall be enjoyed for the life or until the resignation of such member.</p> <p>3.3 Multiple Membership</p> <p>3.3.1 This category provides for membership in more than one Chapter in accordance with the following requirements to be met by the applicant who shall be:</p> <p>3.3.1.1 A paid up member in their Home Chapter, AND;</p> <p>3.3.1.2 A paid up Multiple Member in any additional Chapter(s) in which he/she is also qualified.</p> <p>3.3.2 The individual’s membership category in each Chapter for which he/she becomes a Multiple Member shall be the same as the membership category held in the member’s Home Chapter.</p> <p>3.3.2.1 Members shall enjoy the same rights and privileges within each Chapter to which they have become a Multiple Member as the rights and privileges granted to members for whom that Chapter is the Home Chapter.</p> <p>3.3.3 Multiple Members shall be provided with credentials that indicate their status as a Multiple Member.</p> <p>3.4 Honorary Member</p> <p>3.4.1 Only the Board of Officers may confer this category of</p> |  |  |  |
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|  |                       | <p>membership.</p> <p>3.4.2 This membership is limited to those individuals who may have no incentive to obtain membership in any category but, by virtue of their position or accomplishments, it is in the best interest of APCO, Inc., that the individual have information regarding APCO, Inc., including the Bulletin and other APCO publications, filings and other items of information regarding the activities of APCO, Inc.</p> <p>3.4.3 Membership shall be established with the publication of a list (annually or sooner if necessary) of qualified individuals as determined by the Association Board of Officers.</p> <p>3.4.4 The APCO, Inc., Honorary member shall not vote or hold office in any capacity, except that they may serve as Ex Officio members of any committee.</p> <p>3.5 Chapter Life Member</p> <p>3.5.1 Each Chapter desiring to confer Chapter Life Membership shall develop a list of requirements for this category of membership.</p> <p>3.5.1.1 A suggested list of qualifications for this category of membership shall be maintained in the APCO Policy Manual.</p> <p>3.5.2 This honor shall be bestowed upon qualified members by the nominee’s Chapter in accordance with the requirements of the APCO Policy Manual.</p> <p>3.6 Chapter Honorary Member</p> <p>3.6.1 Each Chapter desiring to confer Chapter Honorary Membership shall do in accordance with the requirements of the APCO Policy Manual.</p> |  |            |  |
|  | Section 4 Application | 4.1 A procedure shall be established in the APCO Policy Manual for processing membership applications and renewals.  |  | [Deleted.] | Article IV, section 4.1, membership application procedures, of the Policy Manual |

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|           |                                       |   |                     |  | addresses this section   |
|           | Section 5 Revocation                  | <p>5.1 Membership in the Association may be revoked by the Board of Officers upon a documented showing of reasonable cause.</p> <p>5.2 A revocation proceeding shall extend for a period of not less than 30 and not more than 60 days during which time the affected member, and the appropriate Chapter, if any, shall be notified and permitted to plead the case.</p> <p>5.3 A member may be suspended during a revocation proceeding. If a decision is not reached within the maximum period of time allowed, the member is automatically reinstated without penalty.</p> <p>5.4 A revoked membership may not be reinstated without prior approval of the Board of Officers. Dues are not refundable. However, a reinstatement does not require additional dues if a revocation is annulled during the same paid up dues period as the revocation was initiated.</p> |                     | 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.   | Note: Some of this will be re-cast as Policy to ensure due process, though Counsel has flagged the 60-day maximum time period as a concern inasmuch as the revocation ruling may hinge on external proceedings involving the member for which the association has no control. Specifically, removal of 5.2 and 5.3 would resolve this concern. |
| II - Dues | Section 1 Rates and Section 2 Payment | <p>1.1 The dues structure shall be specified in the APCO Policy Manual and shall define Association and Chapter portions.</p> <p>1.1.1 The dues structure shall include two tiers for members in the Active Member category. The higher tier shall apply upon majority approval of the Chapter's Active Member quorum and shall remain in effect until rescinded. The difference between the two tiers shall be entirely a Chapter portion.</p> <p>1.1.2 The Chapter Portion of dues collected from members of the International Chapter of APCO, as defined in Article II Section 3 of the Association Constitution, shall be set aside in a separate account</p>  | 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. | 1.1.1, 1.1.2, and 1.4 need to be carried forward to the Policy Manual if not already covered therein, but with amendments to major policy provisions herein  |

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|                                |                         | <p>and used only for the purpose of supporting the Chapter’s Executive Council Member’s participation in meetings of the Executive Council.</p> <p>1.2 Any annual adjustments shall not exceed the cumulative changes in the Consumer Price Index (CPI) rounded to the nearest U.S. dollar for the preceding Calendar Year or Years since the last increase was approved.</p> <p>1.2.1 A majority vote of the Executive Council is required for the CPI dues adjustment. The Executive Council shall consider a potential CPI dues adjustment each year during its mid-year meeting or, in the event there is no mid-year meeting, the President shall require a poll of the Executive Council during the month of April.</p> <p>1.2.2 In the event that no increase is approved for a particular year, the next increase that can be approved by the Executive Council will be cumulative only in the amount of the current Calendar Year’s CPI adjustment plus the preceding three Calendar Years’ CPI adjustment but not to include the Calendar Year in which the last dues increase was approved nor any year preceding that Calendar Year.</p> <p>1.3 If, for any reason, a resolution for a dues increase above the CPI adjustment as described above should be recommended by the Board of Officers, the Executive Council must indicate concurrence or non-concurrence. A majority vote of the Quorum at the Annual Conference must then be received to approve such an increase.</p> <p>1.4 Any changes to dues amount shall be effective on January 1 of the next year.</p> <p>1.5 The dues specified are to be paid in United States dollars (\$).</p> <p>1.6 For members outside the United States, appropriate additional dues will apply as specified in the APCO Policy Manual.</p> <p>2.1 Dues are due and payable on January 1st of each calendar year.</p> <p>2.2 The Association Office shall bill and collect dues per the procedures in the APCO Policy Manual.</p> |  |  | <p>subject to approval by the Quorum.</p> |
| <p>III - Membership Quorum</p> | <p>Section 1 Duties</p> | <p>Reserved</p>   |  |  | <p>Deleted</p>                            |

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|                        | Section 2 Meetings | 2.1 The Active members attending a business meeting of an Annual Conference shall constitute a quorum of such meeting.<br>2.2 The meetings of the Quorum shall be conducted in accordance with the requirements of the APCO Policy Manual.   | 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 a Membership Quorum.   |  |
| IV - Executive Council | Section 1 Duties   | 1.1 The Executive Council shall exhibit oversight of the Board of Officers by:<br>1.1.1 Review and approval of the Association’s goals and objectives as recommended by the Board of Officers.<br>1.1.2 Review and approval of the Executive Director’s goals and objectives for the Association staff and management team.<br>1.1.3 Review and approval of the Executive Director’s formal business plan previously approved by the Board of Officers.<br>1.1.4 Review and approval of the Association’s annual budget proposal.<br>1.1.5 Review and approval of the APCO Policy Manual in accordance with Constitution Article VI.<br>1.1.6 Perform committee duties as outlined in the APCO Policy Manual.<br>1.1.7 Report its activities. Each Executive Council member has the responsibility to issue a formal report to his/her Chapter or International Affiliate or Commercial Advisory Committee.<br>1.1.8 Perform other duties as may be otherwise specified in the Constitution and Bylaws, APCO Policy Manual or as may be required by the Executive Council of itself which may not otherwise be in conflict with the Constitution and Bylaws. | VI Executive Council and VII Board of Directors | 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.<br>Section 6.2 Duties: Executive Council members shall:<br>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.<br>b) consider any requests to create, modify or cancel the charters of Chapters, except the International Chapter;<br>c) make recommendations on any Bylaw amendments or certain Policy changes that require ratification by the Membership Quorum<br>d) provide advice to the Board of Directors on matters of importance to the public safety communications industry<br>e) offer guidance to the Board of Directors on strategic planning.<br>f) select Regional Representatives to the Board of Directors in accordance with section 7.3 | Several duties of the current Executive Council shift to the proposed Board of Directors, see Article VII. |



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|  |  |  |  | <p>g) select one Executive Council member per Region to serve on Executive Council committees.</p> <p>Section 7.1 Composition. The Board of Directors shall consist of:</p> <ul style="list-style-type: none"><li>(a) The Executive Committee;</li><li>(b) Two members selected by each Region;</li><li>(c) One member of the Commercial Advisory Council;</li><li>(d) The Executive Director, who shall serve as a non-voting member.</li></ul> <p>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.</p> <p>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 odd-numbered year. Being newly constituted following the Membership Quorum in 2009, 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</p> |  |
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|  |  |  |  | <p>initial term.</p> <p>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 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.</p> <p>Section 7.4 Selection by the Commercial Advisory Council. The selection under (c) shall be made prior to September 1 in an odd-numbered year in accordance with criteria and a process instituted by the Executive Council in 2009 and subject to modification thereafter by the Board of Directors.</p> <p>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 of a Director shall not count against the term limit specified in Section 7.2.</p> |  |
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|  |  |  |  | <p>Section 7.6 Duties. The Board of Directors shall:</p> <ul style="list-style-type: none"><li>(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;</li><li>(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;</li><li>(c) Establish standing committees as well as other committees or task forces as required from time to time to assist in accomplishing the purposes of the Association;</li><li>(d) Approve the formation of subsidiaries;</li><li>(e) Establish a new project under the APCO Project Series;</li><li>(f) Review and approve the Association's goals and objectives as recommended by the Executive Committee;</li><li>(g) Review and approve the Executive Director's goals and objectives for the Association staff and management team;</li><li>(h) Review and approve the Executive Director's formal business plan previously approved by the Executive Committee;</li><li>(i) Report its activities. Each Director has the responsibility to issue a formal report to</li></ul> |  |
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|  |  |  |  | <p>his/her constituency; and</p> <p>(j) Attend the annual meeting of the Executive Council; and</p> <p>(k) Perform other duties as may be otherwise specified in these Bylaws or as may be required by the Board of Directors of itself.</p> <p>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.</p> <p>Section 7.8 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.</p> <p>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.</p> <p>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</p> |  |
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|  |                           |  |                             | <p>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.</p> |   |
|  | <p>Section 2 Meetings</p> | <p>2.1 The Executive Council shall meet in accordance with the requirements in the APCO Policy Manual.<br/>                 2.2 The quorum of an Executive Council meeting shall be made of the members present at any given session as long as that quorum does not represent less than fifty (50) percent of the total Executive Council membership.<br/>                 2.2.1 The members of the Executive Council who attend the opening meeting of a session of the Executive Council shall be listed by the President as being in attendance at the session.<br/>                 2.2.2 Members of the Executive Council who do not attend the opening meeting of a session of the Executive Council but do attend a later meeting of the session may petition the President to be added to the list of members in attendance at the session.<br/>                 2.3 The Executive Council shall meet in session with each consisting of one or more individual meetings.<br/>                 2.4 The expense of attending meetings of the Executive Council shall</p> | <p>VI Executive Council</p> | <p>Section 6.3 Meeting. The Executive Council shall meet in conjunction with the Annual Conference in furtherance of its duties.</p>   | <p>Portions of this shall shift to the Policy Manual with amendments subject to approval by a majority of the Exec Council.</p> |

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|                       |                  | <p>be that of those attending except that those members may be reimbursed for reasonable expenses by their Chapter, employer or in accordance with the APCO Policy Manual.</p> <p>2.5 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 Constitution and Bylaws, the President shall poll the Executive Council in the matter.</p> <p>2.5.1 Should a majority of the Executive Council approve the petition the President shall forthwith act accordingly.</p>   |  |  |  |
| V - Board of Officers | Section 1 Duties | <p>1.1 The President shall:</p> <p>1.1.1 Preside at all Association business meetings, except as provided in Section 1.2.2 of this Article, and except as determined during the Annual Conference.</p> <p>1.1.2 Act as Chair of the Executive Council and the Board of Officers.</p> <p>1.1.3 Act as Chair of the Board of Directors for each of the Association’s subsidiaries.</p> <p>1.1.4 Keep the membership appropriately informed.</p> <p>1.1.5 Make appointments to fill vacancies in office in accordance with Section 6 of this Article.</p> <p>1.1.6 Present any proposed amendments to the APCO budget in effect during the term of office for consideration and approval by the Executive Council.</p> <p>1.1.7 Perform such other duties as may be required that are not specifically assigned to others.</p> <p>1.2 The President-Elect shall:</p> <p>1.2.1 Serve in the absence of the President.</p> <p>1.2.2 Preside over the portion of the Executive Council meeting at which the proposed budget for the ensuing year is being considered.</p> <p>1.2.3 Serve on the Board of Directors for each of the Association’s subsidiaries.</p> <p>1.2.4 Perform such other duties as may be required that are not</p> | VIII Executive Committee of the Board and IX, Officers | <p>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.</p> <p>Section 8.2 Composition. The Executive Committee consists of the following:</p> <p>(a) A President who shall advance from the position of First Vice-President,</p> <p>(b) A First Vice-President and a Second Vice-President who shall be elected by the voting-eligible membership of the Association,</p> <p>(c) The Executive Director who shall serve as a non-voting member.</p> <p>(d) The Immediate Past President.</p> <p>Section 8.3 Duties. The Executive Committee shall:</p> <p>(a) Prepare and maintain an annual budget for the Association;</p> |  |

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|  | <p>specifically assigned to others.</p> <p>1.3 The other Officers shall:</p> <p>1.3.1 Serve in the absence of the President, the President-Elect and/or of any of themselves in the order of their rank.</p> <p>1.3.2 Serve on the Board of Directors for each of the Association’s subsidiaries.</p> <p>1.3.3 Perform such other duties as may be required that are not specifically assigned to others.</p> <p>1.4 The Board of Officers, acting jointly, shall:</p> <p>1.4.1 Prepare and maintain an annual budget for the Association in accordance with the requirements of the Constitution and the APCO Policy Manual.</p> <p>1.4.2 Provide oversight and direction to the Executive Director.</p> <p>1.4.3 Appoint committees, Task Forces, and committee chairs in accordance with the APCO Policy Manual.</p> <p>1.4.4 Maintain the Association Strategic Plan and set goals and objectives in accordance with such plan.</p> <p>1.4.5 Maintain the APCO Policy Manual and ensure that it is properly adhered to in the day-to-day functioning of the Association.</p> <p>1.5 Members of the Board of Officers shall take action and/or make representations only to the extent that such actions/representations are in conformance with the policies, procedures, and/or guidance provided by the Executive Council and/or the full Board of Officers.</p> <p>1.5.1 Under exigent circumstances, members of the Board of Officers may take action and/or make representations that are in the best interest of the Association provided that the remaining members of the Board of Officers shall be notified of such action/representation as soon as possible, but not later than the next meeting of the Board of Officers, and that the requirements of the APCO Policy Manual are otherwise satisfied.</p> <p>1.5.2 Each member of the Board of Officers shall keep all other members of the Board of Officers informed as to actions and/or representations they may make. To the greatest extent possible, such</p> | <p>(b) Provide oversight and direction to the Executive Director;</p> <p>(c) Maintain the Association Strategic Plan and set goals and objectives in accordance with such plan; and</p> <p>(d) Perform all functions and do those acts that are not specifically reserved in these Bylaws to be performed by others.</p> <p>Section 9.1 The President shall:</p> <p>(a) Preside at all Association business meetings, except as provided in this Article and as determined during the Annual Conference</p> <p>(b) Serve as Chair of the Board of Directors and the Executive Committee.</p> <p>(c) Serve as Chair of the Board of Directors of any Association subsidiary and the President of the International Chapter.</p> <p>(d) Make appointments to fill vacancies in accordance with this Article.</p> <p>(e) Keep the membership appropriately informed.</p> <p>(f) Perform such other duties as may be required that are not specifically assigned to others.</p> <p>Section 9.2 The First Vice-President (or President-Elect through August 2010) shall:</p> <p>(a) Serve in the absence of the President.</p> <p>(b) Preside over the portion of the Board of Directors meeting at which the proposed budget for the ensuing year is being considered.</p> <p>(c) Serve on the Board of Directors of any Association subsidiary and Secretary of the</p> | <p>[On advice of Counsel, most of 1.5 shall be omitted from</p> |
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|  |  | <p>notification shall occur prior to the action/representation being made.<br/>         1.5.3 Should the Board of Officers fail to ratify an action and/or representation made by an individual member of the Board under exigent circumstances, then such member shall take action to return the Association, as near as possible, to the condition that had existed prior to that member taking the action or making the representation.</p> | <p>International Chapter.<br/>         (d) Perform such other duties as may be required that are not specifically assigned to others.<br/>         Section 9.3 The Second Vice-President shall:<br/>         (a) Serve in the absence of the President and First Vice-President.<br/>         (b) Serve on the Board of Directors of any Association subsidiary and an officer of the International Chapter.<br/>         (c) Perform such other duties as may be required that are not specifically assigned to others.<br/>         Section 9.4 The Immediate Past President shall:<br/>         (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;<br/>         (b) Serve on the Board of Directors of any Association subsidiary and an officer of the International Chapter;<br/>         (c) Perform such other duties as may be required that are not specifically assigned to others.<br/>         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</p> | <p>Policy and relegated to a Code of Conduct subject to ratification by the Board of Directors.]</p> |
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|  |                    |   |                                       | <p>“Acting” capacity.</p> <p>(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: 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.</p> <p>(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.</p> |  |
|  | Section 2 Meetings | <p>2.1 The Board of Officers shall meet and conduct the business of the Association at such times and places as the President or a majority of the Board of Officers shall indicate in accordance with the requirements in the APCO Policy Manual.</p> <p>2.2 Members of the Executive Council shall be advised by the President of the significant actions taken at meetings of the Board of Officers in accordance with the requirements of the APCO Policy</p> | VIII Executive Committee of the Board | 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  |  |

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|                           |  | Manual.  |  | 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.   |  |
| Section 3 Terms of Office |  | <p>3.1 Members of the Board of Officers shall serve from the time they are installed in office until their successors are installed in office unless they are suspended or removed from office due to impeachment in accordance with procedures established in this Article, they resign, or the office is otherwise vacated.</p> <p>3.1.1 Normally, officers shall be installed in office during the Association’s Annual Conference.</p> <p>3.1.2 Officers may be installed in office at such other time as may become necessary due to the filling of a vacancy or other cause.</p> |  | <p>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.</p> <p>Section 8.5 President-Elect. Until such time as the President-Elect position is eliminated with the close of the Membership Quorum in 2010, 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 2010, candidates for First Vice-President and Second Vice-President shall not advance, but shall as incumbents stand for re-election to the same posts.]</p> |  |

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|  | <p>Section 4<br/>Succession and<br/>Election</p> | <p>4.1 The President-Elect shall automatically succeed to the office of President.</p> <p>4.2 The incoming President-Elect, 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 in the APCO Policy Manual. Prior to May 1 of each year, the Executive Council shall approve any change to the procedures followed in the prior year except that the Executive Council may modify the procedures at any time prior to the close of balloting upon a finding that the procedures provide an unfair advantage to one candidate over the other candidates. The procedures established by the Executive Council shall include the following, as a minimum:</p> <p>4.2.1 A procedure for members attending the Annual Conference to cast ballots during the Conference.</p> <p>4.2.2 A procedure for members to cast ballots prior to the Annual Conference regardless of their intent to attend the Annual Conference.</p> <p>4.2.3 A procedure for continuing the voting process for each office through additional ballot cycles until such time as one candidate receives a simple majority of the votes cast during that ballot cycle. The procedure need only provide for those Association members eligible to vote and in attendance at the Annual Conference to participate in any second or subsequent ballot cycle established by this “run-off procedure”.</p> <p>4.2.4 A procedure for ensuring that only those members of the Association who are defined in the Constitution as being eligible to vote are allowed to cast ballots and that only one vote is cast per eligible member per ballot cycle.</p> <p>4.2.5 A procedure for reporting the total number of votes cast for each candidate for each office.</p> <p>4.3 In the event there is only one candidate for the office of President-Elect, First Vice-President, or Second Vice-President, then the voting procedures required in Section 4.2 of this Article may be</p> |  | <p>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.</p> | <p>Shift any relevant election procedures not already contained in 6.5 of the Policy Manual with amendments subject to 2/3 approval by the whole Board of Directors.</p> |
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|                                       |  | suspended and replaced by a verbal vote of affirmation by voting-eligible members of the Association made during a General Business Meeting held during the Annual Conference. The suspension of the voting procedures shall apply only to those offices for which there are only one candidate. |  |  |  |
| Section 5<br>Candidates for<br>Office | <p>5.1 Candidates for President-Elect, First Vice-President, and Second Vice-President shall meet or exceed the minimum qualifications listed below. The Credentials Committee shall evaluate the qualifications of each candidate and shall certify compliance with these requirements to the Quorum.</p> <p>5.1.1 Be an Active Member of the Association in good standing.</p> <p>5.1.2 Be a citizen of the United States of America</p> <p>5.1.3 Have served at least two years in an elected office of a Chapter defined under Section 1.1 of Article V of the Constitution.</p> <p>5.1.4 Have attended at least two out of the four Annual Conferences held immediately prior to the year in which the candidate is seeking office.</p> <p>5.2 Candidates for the offices of President-Elect, First Vice-President, and Second Vice-President shall submit a declaration of their candidacy in writing to the Executive Director at APCO Headquarters not later than January 15 of the year in which they are seeking election by the Quorum.</p> <p>5.2.1 In the event no candidate declares his/her candidacy for a particular office by January 15 or in the event that all candidates for an office withdraw their name(s) from consideration prior to the actual election, then nominations may be accepted from the floor during a General Business Meeting of the Association held at the Annual Conference. Insofar as at least one candidate has declared his/her candidacy by January 15 and remains a candidate at the time of the election, no nominations for that office may be made from the floor at the Annual Conference.</p> |  | Section 8.7 Qualifications. Candidates for First Vice-President, and Second Vice-President shall meet or exceed the minimum qualifications listed below. |  | Re: Section 5.2, See Article VI, Section 6.4 of the Policy Manual. |
| Section 6<br>Vacancies                | <p>6.1 A vacancy in the office of President shall be filled as follows:</p> <p>6.1.1 In the event the office of President is expected to be vacant for</p>   | VIII Executive<br>Committee of   | Section 8.6 Succession and Election. The First Vice President shall automatically succeed  |  |  |

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|  | <p>a period of more than 90 days, then the President-Elect shall be advanced in rank and assume the office of “President” with all rights, responsibilities, and privileges of that office.</p> <p>6.1.2 In the event the President is suspended from office in accordance with the provisions of Section 7.3 of this Article, then the President-Elect shall assume the title of “Acting” President with all rights, responsibilities, and privileges of the office of President until such time as the matter leading to the President’s suspension is adjudicated by the Executive Council or otherwise appropriately resolved.</p> <p>6.1.3 In the event the President is unable to perform the duties of office for a period of less than 90 days, then the President-Elect shall assume the title of “Acting” President and shall assume all rights, responsibilities, and privileges of the office of President until such time as the President is able to return to office.</p> <p>6.1.4 In the event the President is able to return to office prior to the end of the term, then the President-Elect shall relinquish the office of President or “Acting” President and shall return to the office of President-Elect.</p> <p>6.2 A vacancy in the office of President-Elect 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.</p> <p>6.2.1 In the event an officer is advanced-in-rank to the next higher office due to a vacancy in that office, then the office previously held by that officer shall be considered “vacant”.</p> <p>6.2.2 In the event the President-Elect or the First Vice-President is suspended from office in accordance with the provisions of Section 7.3 of this Article, then the office shall remain vacant until such time as the matter leading to the suspension has been adjudicated by the Executive Council or otherwise appropriately resolved.</p> <p>6.2.3 In the event the President-Elect or the First Vice-President is</p> | <p>the Board, and IX, Officers</p> | <p>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.</p> <p>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.</p> <p>(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: 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.</p> <p>(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</p> |  |
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|  | <p>able to return to office prior to the end of the term, then the individual advanced-in-rank shall return to the office for which they had been elected.</p> <p>6.3 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:</p> <p>6.3.1 Certification by the Credentials Committee that the appointee satisfies the eligibility requirements for service on the Board of Officers; and,</p> <p>6.3.2 Confirmation by the remaining members of the Board of Officers; and,</p> <p>6.3.3 Ratification by the Executive Council in accordance with the requirements of Article V, Section 2.2 of the Association Bylaws.</p> <p>6.4 A vacancy in the offices of President-Elect, 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 Board of Officers and shall require notification to the Executive Council in accordance with the requirements of the APCO Policy Manual.</p> <p>6.5 The President or the senior remaining member of the Board of Officers shall notify the Executive Council in accordance with the requirements of the APCO Policy Manual of any and all circumstances leading to a vacancy in any office on the Board of Officers.</p> <p>6.6 In addition to the requirements specified in this Article for the filling of a vacancy in the offices of President-Elect, First Vice-President, and/or Second Vice-President in an “Acting” capacity for the remainder of the current election cycle, the Board of Officers shall develop a plan that re-establishes the election and typical progression of officers as soon as possible.</p> |  | <p>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.</p> |  |
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|  |  | <p>6.6.1 In developing such plan, the Board of Officers shall consult with the Constitution and Bylaws Committee to ensure that the plan complies with the requirements of the Association Constitution, the Association Bylaws, and the APCO Policy Manual.</p> <p>6.6.2 In developing such plan, the Board of Officers may consult with other Association committees or individual members or may seek professional advice, as it may deem appropriate.</p> <p>6.6.3 The Board of Officers shall submit the plan to the Executive Council for ratification prior to its implementation. In obtaining this ratification, the Board of Officers may utilize the significant action procedures specified in the APCO Policy Manual.</p>   |  |  |  |
|  | <p>Section 7<br/>Removal from<br/>Office</p> | <p>7.1 The President, President-Elect, First Vice-President, or Second Vice-President of the Association may be removed from office only for reason of malfeasance of duty, misfeasance of duty, nonfeasance of duty, or for committing an act that brings significant discredit to the Association.</p> <p>7.2 An officer may be removed from office only in accordance with processes and procedures identified in the APCO Policy Manual.</p> <p>7.3 The President may suspend an officer from the performance of his/her duties during the period between that officer being impeached and the Executive Council adjudicating the matter. In the event the President is impeached, then the senior member of the Board of Officers 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 Executive Council adjudicating the matter.</p> | <p>VIII Executive<br/>Committee of<br/>the Board</p> | <p>Section 7.10 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.</p> |  |

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| VI Executive Director | Section 1 Employment and Section 2 Duties | <p>1.1 The Executive Director shall be employed upon recommendation by the President subject to approval of the Board of Officers and a two-thirds confirmation vote of the Executive Council.</p> <p>1.2 The Executive Director shall not be removed from office or funds impounded or the office abolished or moved except upon a two-thirds vote of the Executive Council in accordance with the terms of employment.</p> <p>1.3 The Executive Director is directly responsible to the President and shall report to the President and the Board of Officers.</p> <p>2.1 The duties of the Executive Director shall be those set forth in the APCO Policy Manual.</p> <p>2.2 The Executive Director shall be responsible for the financial operations of the Association and/or its subsidiaries.</p> | VII Board of Directors and XI Executive Director | <p>Section 7.1 Composition. The Board of Directors shall consist of:</p> <p>(a) The Executive Committee;</p> <p>(b) Two members selected by each Region;</p> <p>(c) One member of the Commercial Advisory Council;</p> <p>(d) The Executive Director, who shall serve as a non-voting member.</p> <p>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.</p> <p>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.</p> |                               |
| VII Controller        | Section 1 Employment                      | 1.1 The Board of Officers, in consultation with the Executive Director, shall select an individual to perform the duties of the  | XI Executive Director                            | Section 11.1 Executive Director. The appointment and removal of the Executive   | Need to include 1.1.1 and 2.1 |



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|  | <p>and Section 2<br/>Duties</p> | <p>Controller.<br/>                     1.1.1 The individual selected to perform the duties of the Controller may be either an employee of the Association or a contractor.<br/>                     1.1.2 The Board of Officers shall notify the Executive Council whenever a new Controller is selected and/or the current Controller is terminated.<br/>                     1.2 The Controller shall report directly to the Board of Officers except as provided below:<br/>                     1.2.1 In the event that the Board of Officers fails, in the opinion of the Controller, to adequately address a reported discrepancy, the Controller shall report that discrepancy directly to the Executive Council.<br/><br/>                     2.1 The Controller shall be responsible for ensuring that the Association and its subsidiaries conduct their financial duties in a proper manner. To this extent, the Controller’s duties shall include, by not be limited to, the following;<br/>                     2.1.1 Monitoring and reporting both the receipt and expenditure/disposal of monies and assets by the Association and its subsidiaries, to ensure compliance with Federal, state, and local laws and regulations. In particular, this monitoring shall be conducted in such a manner as to protect the tax status of the Association and its subsidiaries.<br/>                     2.1.2 Monitoring and reporting both the receipt and expenditure/disposal of monies and assets by the Association to ensure compliance with the Annual Budget and with the requirements of the Association Constitution, the Association Bylaws, the APCO Policy Manual and such other published directives of the Board of Officers, the Executive Council, and/or the Executive Director.<br/>                     2.1.3 Monitoring and reporting both the receipt and expenditure/disposal of monies and assets by the Association’s subsidiaries to ensure compliance with the Annual Budget and with the requirements of the Association Constitution, the Association</p> |  | <p>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.</p> | <p>(responsibilities) in the Policy Manual with amendments subject to 2/3 approval of the whole Board of Directors.</p> |
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|                                 |   | Bylaws, the APCO Policy Manual, the Bylaws of the subsidiary, the policy manual of the subsidiary, and such other published directives of the Board of Officers, the Executive Council, the Advisory Committee for the subsidiary, and/or the Executive Director.  |                           |   |   |
| VIII Counsel                    | Section 1<br>Regulatory and<br>Section 2 Other                        | 1.1 The Board of Officers shall retain regulatory counsel, subject to confirmation by the Executive Council. Such counsel shall be employed to provide advice and assistance to the Association in the preparation and presentation of matters before regulatory and other bodies.<br>2.1 The Board of Officers may retain additional legal counsel to furnish advice and assistance and represent the Association in other than regulatory matters.   |                           | Deleted   | Authority to be clarified under 2.9 of the Policy Manual subject to 2/3 approval by the whole Board of Directors.                                     |
| IX Committees                   | Section 1<br>Standing<br>Committees;<br>Section 2 Other<br>Committees | 1.1 A Standing Committee shall be defined as a committee that is essential to the function of the Association in accomplishing the goals and objectives. A Standing Committee may have assigned duties in the Association Constitution, the Association Bylaws, or the APCO Policy Manual.<br>1.1.1 Standing Committees shall be established in accordance with the requirements in the APCO Policy Manual.<br><br>2.1 The Board of Officers and the Executive Council may establish other committees and task forces in accordance with the requirements in the APCO Policy Manual. | VII Board of<br>Directors | Section 7.6 (c) Establish standing committees as well as other committees or task forces as required from time to time to assist in accomplishing the purposes of the Association;  | To be further clarified in Policy with amendments subject to 2/3 approval by the whole Board of Directors.  |
| X<br>Conferences/Sy<br>mposiums | Section 1<br>Annual<br>Conference                                     | 1.1 The Association shall meet every August or as near such date as is feasible. Such meeting shall be known as the Annual Conference.<br>1.2 The place of such meeting shall be determined in accordance with the requirements in the Annual Conference Manual.   |                           | Section 5.1 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 a Membership Quorum. | Reference to the month and to the Conference Manual shall be shift to the Policy Manual with amendments subject to 2/3 approval by the whole Board of |

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|  | <p>Section 2<br/>Regional<br/>Conferences</p> | <p>2.1 A Regional Conference is an annual function planned and held in one of the four geographical regions, as set forth in Article II, Section 4 of the Constitution, by a Regional Consortium acting independently of the Association. The Regional Consortium will consist of the Chapter Presidents in the Region or their designated alternates.</p> <p>2.1.1 A Regional Consortium is a group consisting of not less than a majority of the Chapters that are chartered in a geographical region, each of whom by written consent previously made known to the Executive Director, agrees to share and participate, to an extent individually agreed upon, in the tasks and financial arrangements of a Regional Conference.</p> <p>2.2 The Regional Host Chapter is a Regional Consortium Chapter that has accepted the responsibility of acting as the manager of a Regional Conference to be held in its Region. The Host Chapter shall appoint one of its members who does not have a conflicting commercial interest as its Regional Conference Chair, whose duties and authority shall be prescribed by such Host Chapter in general accordance with the Regional Conference Manual.</p> <p>2.3 Regional Conferences shall be scheduled so as to adjourn before the twentieth (20th) day of the appropriate month of each year as follows:</p> <p style="padding-left: 40px;">Gulf Coast Region    January/February<br/>Western States Region    March<br/>North Central Region April<br/>East Coast Region    May</p> <p>2.3.1 Upon approval by the Board of Officers, a Region may hold its Conference in the month set aside for another Region when no Regional Conference is being held in such inactive Region during that year. No Regional Conference shall be held in that Region during the same calendar year in which an Annual Conference is scheduled.</p> <p>2.3.2 Notwithstanding the preceding language in this Section, the</p> |  |  | <p>Directors.</p> <p>To be re-codified as Policy with amendments subject to 2/3 approval by the whole Board of Directors.</p> |
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|                           |  | Board of Officers may, upon good cause shown, waive the scheduling requirements of this Section and authorize the holding of Regional Conferences at times other than those herein specified. A Regional Host Chapter seeking such a waiver shall make a written request for rescheduling to the Board of Officers through the Executive Director at least six months prior to the dates for which its Conference is planned. If the Board of Officers after consideration of the request does not deny the request within 30 days after it was made, the request shall be considered to have been granted, and the Chapter President will be so notified. |                          |  |   |
|                           | Section 3<br>Chapter<br>Conferences/M<br>eetings | Reserved   |                          |  | Deleted   |
|                           | Section 4<br>Symposiums                          | Reserved   |                          |  | Deleted   |
| XI APCO Project<br>Series | Section 1<br>Establishment<br>of Projects        | 1.1 The Association’s primary vehicle for making application for grants or contracts and accepting contributions shall be the APCO Project Series. The conditions governing the Project Series shall be in the APCO Policy Manual.   | VII Board of<br>Diretors | 7.6 Section The Board of Directors shall:<br>(e) Establish a new project under the APCO<br>Project Series; | See Article XII of<br>the Policy Manual.  |
|                           | Section 2<br>Grants                              | 2.1 The President shall have the authority to make applications for and receive grants and contributions.<br>2.1.1 Applications and contributions are subject to approval of the Executive Council.<br>2.2 No application shall be made to or contributions received from those motivated by personal benefit or privilege.<br>2.3 The procedure for handling grant and contribution funds shall be in the APCO Policy Manual.   |                          |  | Deleted: Counsel<br>has flagged this<br>section as a<br>“dangerously<br>vague statement”<br>as any grant<br>applied for or<br>received could be<br>said to be<br>motivated by<br>personal benefit or<br>privilege. This is<br>best addressed in |

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|                       |   |   |                         |  | the Conflict of Interest policy with amendments subject to 2/3 approval of the whole Board of Directors.   |
| XII Publications      | Section 1 APCO Bulletin;<br>Section 2 Other Publications;<br>Section 3 Publication Management                       | 1.1 The primary publication of the Association shall be Public Safety Communications, APCO BULLETIN, Journal of Public Safety Communications. It shall be published at such intervals as directed by the Board of Officers.<br>2.1 There shall be publications printed and distributed at such intervals as shall be deemed desirable for the purpose of the Association. The contents of these publications shall be of interest to all categories of membership.<br>2.2 The Association shall publish other materials at such times as may be directed by the Board of Officers. Such materials shall not be of such nature or distributed at such times as to conflict with the purposes of the BULLETIN.<br>3.1 Publications shall be governed by the Board of Officers.<br>3.2 There shall be a Publications Manager who shall be a full time employee of the Association. |                         |  | To be added to Policy subject to 2/3 approval by the whole Board of Directors.<br><br>Omit reference to Journal of Public Safety Communications. |
| XIII Asset Management | Section 1 Retention,<br>Section 2 Release,<br>Section 3 Dissolution,<br>Section 4 Bonding of Personnel<br>Section 5 | 1.1 All rights, title and interest, both legal and equitable, in and to property of the Association, shall remain in the Association.<br><br>2.1 Association property in the hands of others for the purposes of the Association shall be returned to the Association immediately upon demand.<br><br>3.1 Should APCO be dissolved, all of its interests shall be distributed to an organization or organizations of similar purposes as selected by a two-thirds vote of an Annual Conference Quorum or similarly by   | 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. | Be sure to include 4.1 and 5.1 in the Policy Manual with amendments subject to 2/3 approval of the whole board of directors.                     |

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|                   | Liability, and Section 6 Cost     | <p>the Executive Council if done between Conferences.</p> <p>4.1 The Board of Officers shall require persons in the Association who are identified as those handling significant amounts of the Association’s funds to be adequately bonded.</p> <p>5.1 The Board of Officers shall be responsible for having the Association adequately covered by liability and other necessary insurance.</p> <p>6.1 The Association shall bear the costs associated with the provisions of this Article.</p> |  | <p>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 by a two-thirds vote may determine, or similarly by the Board of Directors if done between Annual Conferences, 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.</p> |  |
| XIV Awards        | Section 1 Awards                  | <p>1.1 The Association may make awards at all levels of the Association as evidence of appreciation to those who have performed outstandingly in the field of public safety and related communications.</p> <p>1.2 The APCO Policy Manual shall set forth the nomination criteria and the awards presentation processes.</p>   |  | Deleted   | See Article XIII of the Policy Manual.   |
| XV Rules of Order | Section 1 Parliamentary Authority | <p>1.1 The Rules contained in “Robert’s Rules of Order, Revised” shall govern the Association in all cases to which they are applicable, and in which they are not inconsistent with the Bylaws or the special rules of order of this Association.</p>   |  |   | Already noted in 2.5 of the Policy Manual with amendments subject to 2/3 approval by the |

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|               |   |  |                |  | whole Board of Directors.  |
| XVI Amendment | Section 1 Requirements and Section 2 Effective Date | <p>1.1 The Association Bylaws may be amended only as provided for in Article VII, Section 1 of the Association Constitution.</p> <p>1.1.1 A proposal to amend the Association Bylaws shall be submitted in accordance with the process defined in the APCO Policy Manual.</p> <p>2.1 Resolutions to amend the Association Bylaws become effective upon the adjournment of the Annual Conference at which they were adopted, unless the resolution specifies an alternate effective date.</p> <p>2.2 Non-substantive changes, as defined in Article VII, Section 1.3.2 of the Association Constitution, that are submitted by the Constitution and Bylaws Committee and subsequently approved by the Board of Officers shall become effective upon ratification by the Executive Council.</p> | XIV Amendments | <p>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 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.</p> <p>Section 14.2 Emergency Conditions. Upon making a finding that an unusual circumstance exists for which significant harm would come to the Association if action were delayed until the next meeting of the Association’s Membership Quorum, the Executive Council may waive or modify a requirement contained in the Association Bylaws subject to a requirement that three-fourths (3/4) of the Executive Council shall agree to a finding that an unusual circumstance exists and shall agree to the recommended course of action. Furthermore, the President shall cause to be published in the next possible issue of the Association’s official publication the finding of the Executive Council of an unusual circumstance and its nature and the course of action taken by the Executive</p> | Re-codify 2.2 as a power of the C&B Committee under 7.2:4 of the Policy Manual with amendments to this policy subject to 2/3 approval of the whole Board of Directors. |