



APCO International

Association Of Public-Safety Communications Officials-International, Inc.

EXECUTIVE DIRECTOR

George S. Rice, Jr.
riceg@apcointl.org

HEADQUARTERS

351 North Williamson Boulevard
Daytona Beach, FL 32114-1112
Phone: 888-APCO911 or 386-322-2500
apco@apcointl.org
www.apcointl.org

OFFICE OF GOVERNMENT AFFAIRS

1725 DeSales Street, N.W., Suite 808
Washington, DC 20036-4423
Phone: 202-833-2700
dcoffice@apcointl.org

BOARD OF OFFICERS

PRESIDENT

Willis Carter
Chief of Communications
Shreveport Fire Department
1144 Texas Avenue
Shreveport, LA 71101-3343
Phone: 318-675-2200
president@apcointl.org

PRESIDENT – ELECT

Chris Fischer
Interim Executive Director
NORCOM
P. O. Box 98993
Des Moines, WA 98198-0993
Phone: 206-878-0962
pres-elect@apcointl.org

FIRST VICE PRESIDENT

Richard A. Mirgon
Director of Technology Services
Douglas County
1615 8th Street
Minden, NV 89423-4232
Phone: 775-782-9977
first-vp@apcointl.org

SECOND VICE PRESIDENT

William D. Carrow
Communications Section Chief
Delaware State Police
165 Brick Store Landing Road
Smyrna, DE 19977-9628
Phone: 302-659-2340
second-vp@apcointl.org

Our Pledge to the Membership Regarding SGI Implementation

July 31, 2008

Dear APCO Member:

We have been encouraged by the positive feedback we have received recently from Executive Council representatives, past presidents, chapter officers and other APCO stakeholders regarding the Strategic Governance Initiative (SGI). The word “trust” has been used many times in these communications, and we want to in every way possible demonstrate that we, your elected officers and candidates, are worthy of this trust and willing to firmly commit to what we are proposing.

We recognize that change of this magnitude and pace can be very unsettling, and we take to heart all of the concerns that have been expressed. We want to reassure you that should the Quorum adopt Resolutions 1 & 2 next week, we will perform to our level best to implement them using a process that is respectful of our proud past, preserves the best of today, and prepares us well for the future. To this end, we pledge the following:

1. There are many important provisions in the current Constitution & Bylaws (C&B) that must be preserved in Policy. To minimize confusion, we will set out immediately on this task with the support of our corporate counsel and the C&B Committee, chaired by past president Jack Keating, to accomplish the very first phase of re-alignment. This is an effort at carrying over and preserving the “status quo” of key provisions (e.g., membership categories, chapter policies, officer vacancy rules) to be presented in time for the first meeting of the new Board of Directors in the fall.

As a good faith gesture in this regard, we ordered the preparation of the attached 33-page side-by-side comparison to help chart the path to this re-alignment. This is a work in progress, but an important first step to clarifying intent.

2. By the time of the first Board of Directors meeting, we will hammer out a set of expectations for regional representatives to the Board to be signed and binding on all parties. (See attached draft for prospective candidates to consider.) Development of Removal of Director procedures will also be a priority for this first meeting.
3. Two-way communication is an essential expectation. We will open wider the channels of our direct communication with the Executive Council, Chapters and Membership. The monthly Executive Council communiqué will be preserved as will mid-year status reports from Committees and staff. We will provide periodic SGI updates through e-blasts to the Membership. We will support our regional representatives on the new Board of Directors by hosting region-specific web pages, discussion groups or blogs. We will require these representatives to develop a regular schedule of web conferences, supported by staff, with Executive Council members from within their regions to ensure that Chapter input is ongoing.

4. We are committed to continuing the current structure of Group Leaders, Advisory Committees, and Standing and Special Committees. This work will not shift to the new Board of Directors, though obvious tie-ins to the Board need to happen. Just as we do now, but more so, we will look to members of the Executive Council to step up and fulfill these responsibilities so their ongoing engagement is assured.
5. While the Executive Council will meet only once a year at the Annual Conference, we commit that this will be an *impactful* meeting that makes use of modern meeting management tools to ensure we receive meaningful input as never before on setting the priorities of this Association.
6. New accountability regimens are being put in place by the IRS and others to ensure that non-profits live up to their responsibilities to the very communities that charter them with a tax-advantaged status. This was some of the impetus for SGI, and while we will not make it a requirement of chapters to follow suit, we will share our knowledge of this changing landscape at the national level to help you make informed decisions at the chapter level to best shield your chapters from liability and ease your compliance burdens. This effort begins with a presentation at the Chapter Officers Workshop on August 7 and such efforts will be ongoing.

What we cannot assure you is that all this change will be easy, pain-free or flawless. Change is a constant; it is difficult; and there will surely be unintentional missteps along the way. We feel that we have kept your trust in coping as best we can with changes in the past year that are confronting this Association externally. This very SGI effort of restructuring our internal governance is borne from a desire to get ahead of change, enhance the span of involvement of Association stakeholders while change is happening, and take fuller advantage of the opportunities that come with change for the betterment of the public safety communications professional whose trust we are sworn to uphold.

We make the above pledge to you in further testament to this trust relationship and thank you for your support.

Sincerely,

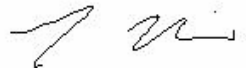
BOARD OF OFFICERS



President



Chris Fischer
President-Elect



Dick Mirgon
First Vice President



William Carrow
Second Vice President

SECOND VICE-PRESIDENT CANDIDATES



Gregg Riddle



Barry Woodward

DRAFT

EXPECTATIONS

We, the undersigned, as Regional Representatives to the APCO Board of Directors will:

1. Commit to participate in all scheduled meetings, either in person or by teleconference;
2. Develop a strategy to solicit input from all Chapters within the Region represented;
3. Schedule routine teleconferences to discuss concerns/issues with individual Chapter representatives;
4. Develop a communications strategy to solicit the views of the Chapters prior to Board meetings and to push information back out to the Chapters following Board action;
5. Provide positive support for the SGI concept as the Association refines the processes that have resulted from the governance restructuring;
6. Review all supporting documents in advance so as to be well informed and actively engaged in meetings;
7. Handle sensitive issues/discussions as confidential and/or proprietary to not violate the Board's trust;
8. Be intellectually flexible enough to take a stand during deliberations, but ultimately support the actions of the Board so as not undermine the Association's position or create needless confusion;
9. Give strong deference to each and every Chapter within the Region as we are the conduit on the Board to all Chapters in our Region, not just our own, and represent those Chapters and their issues as appropriate; and
10. Be a fully active and engaged participant of the Board of Directors and so committed as to assert that more than one unexcused absence from a scheduled meeting during the year is grounds for our removal.

APCO Strategic Governance Initiative

Side-by-Side Comparison of Current C&B and Proposed New Bylaws

<u>CURRENT CONSTITUTION</u>	<u>PROPOSED BYLAWS</u>
<p>ARTICLE I GENERAL</p> <p>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”.</p> <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>Section 3 Public Safety</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>	<p><u>1.1 Name.</u> The name of this corporation is the Association of Public-Safety Communications Officials International, Inc., also known as APCO International, Inc. (“Association”).</p> <p><u>2.1 Primary Purpose.</u> 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 and local governments. The primary purposes of this Association are (i) to 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; (ii) 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; (iii) represent its members, public safety communications and supporting information technological interests in general before regulatory and policy-making bodies as may be appropriate; and (iv) strive to protect the citizen and their property and provide for their welfare by these and other appropriate means.</p>
<p>ARTICLE II ORGANIZATION</p> <p>Section 1 General</p> <p>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.</p> <p>Section 2 Membership</p> <p>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.</p>	<p><u>1.2 Office.</u> 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.</p> <p>[See also Articles of Incorporation and IRS Form 1023, Application for Non-Profit Status]</p> <p><u>3.1 Membership.</u> 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 Chapters</p> <p>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.</p> <p>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 <i>APCO Alliance for Global Cooperation and Development</i>.</p> <p>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.</p> <p>3.4 A Chapter to be known as the <i>International Chapter of APCO</i> is hereby created.</p> <p>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.</p> <p>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.</p> <p>3.4.3 The International Chapter of APCO shall be exempt from all requirements of Article V of the Association Constitution.</p>	<p>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 but in all respects are separate and distinct organizations operating independently of the Association and financially responsible for their own operations.</p> <p>4.3. International Chapter. 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, as defined in the charters of those Chapters. The Executive Committee of the Board of Directors shall serve as the officers of this Chapter.</p>
<p>Section 4 Regions</p> <p>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:</p> <p>4.1.1 Western States: Alaska, Arizona, California, Colorado, Hawaii, Idaho, Montana, Nevada, New Mexico, Oregon, Utah, Washington, Wyoming, Guam and Samoa.</p> <p>4.1.2 North Central: Illinois, Indiana, Iowa, Kansas, Kentucky, Michigan, Minnesota, Missouri, Nebraska, North Dakota, Ohio, South Dakota, Wisconsin.</p> <p>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.</p> <p>4.1.4 Gulf Coast: Alabama, Arkansas, Florida, Georgia, Louisiana, Mississippi, Oklahoma, Tennessee, Texas, Puerto Rico, and the United States Virgin Islands.</p>	<p>4.2 Regions. The Chapters of the Association located in the United States and its territories shall be divided into and be members of four Regions based upon the geo-political boundaries of the following states, territories, and other designations:</p> <p>Western States: Alaska, Arizona, California, Colorado, Hawaii, Idaho, Montana, Nevada, New Mexico, Oregon, Utah, Washington, Wyoming, Guam and Samoa.</p> <p>North Central: Illinois, Indiana, Iowa, Kansas, Kentucky, Michigan, Minnesota, Missouri, Nebraska, North Dakota, Ohio, South Dakota, Wisconsin.</p> <p>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.</p> <p>Gulf Coast: Alabama, Arkansas, Florida, Georgia, Louisiana, Mississippi, Oklahoma, Tennessee, Texas, Puerto Rico, the U. S. Virgin Islands, and the International Chapter that will be represented at regional proceedings by its Executive Council member.</p>

Section 5 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.
- 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.
- 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.
- 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, as determined appropriate by the Chapter Quorum.
- 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.
- 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.

Section 6 Executive Council

- 6.1 There shall be an Executive Council consisting of the following members:
- 6.1.1 The Association's Board of Officers.
- 6.1.2 The two most-recent Past Presidents that satisfy both criteria listed below:
- 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.
- 6.1.2.2 The individual shall not be a full-time salaried employee of the Association.
- 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.
- 6.1.4 One member of the International Chapter of APCO selected in accordance with a procedure defined in the APCO Policy Manual.
- 6.1.5 One member selected by the Association's Commercial Advisory Committee in accordance with a procedure established within the Committee.
- 6.1.6 The Association's Executive Director who shall serve as a non-voting member.

3.3 Positions of Leadership. Positions on the Executive Council, Board of Directors, Executive Committee, or Chapter Board of Officers 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.

ARTICLE VI - EXECUTIVE COUNCIL

6.1 Selection. The Executive Council shall consist of one 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. Executive Council members shall serve as a conduit for the exchange of information between the Board of Directors and the Chapters.

ARTICLE VII - BOARD OF DIRECTORS

7.1 Composition. The Board of Directors shall consist of:

- (a) The Executive Committee;
- (b) Two members selected by each Region;
- (c) One member of the Commercial Advisory Committee;
- (d) The Executive Director, who shall serve as a non-voting member.

With the exception of (c) above, no member of the Board of Directors shall represent a commercial interest. With the exception of (d) above, no member shall be a full-time salaried employee of the Association.

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 even-numbered year.

Being newly constituted following the Quorum in 2008, all Directors fulfilling roles listed in (b) and (c) above shall be selected in that year from among existing Executive Council members who will caucus regionally to make their selections. 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 initial term.

- 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.
- 6.2.1 The individual so identified shall be a member in good-standing 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.
- 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.
- 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.
- 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.
- 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:
- 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.
- 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.
- 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.
- 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
- 6.2.5.2 The individual identified as the "proxy" may be another Executive Council Member except that a Chapter representative may not 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.
- 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.

7.3 Selection. Following the initial selection in 2008, the selection shall be in accordance with free and fair election guidelines developed by the Association in accordance with timetables established by each Region and the Commercial Advisory Committee provided that such selection is made and results transmitted to the Executive Director at least sixty (60) days prior to the Annual Conference. Eligibility under (b) is restricted to Executive Council members from each Region and only one person from a Chapter may serve under (b) at any one time. Each Chapter is entitled to one vote in the selection of Directors under (b).

[Additional selection procedure shall be codified under a new Selection Policy subject to 2/3 approval of the whole Board of Directors.]

- 6.3 The Association’s President shall preside as “Chair” at all meetings of the Executive Council except as permitted herein:
- 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.
- 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.
- 6.4 The Association’s Director shall serve as the Secretary of Record for the Executive Council.

Section 7 Board of Officers

- 7.1 There shall be a Board of Officers consisting of the following:
- 7.1.1 A President who shall advance from the position of President-Elect,
- 7.1.2 A President-Elect, First Vice-President and Second Vice-President who shall be elected by the eligible voting membership of APCO-International in accordance with the requirements of Article V of the Bylaws,
- 7.1.3 The Executive Director of the Association who shall serve as a non-voting member.

Section 8 Executive Director

- 8.1 There shall be a non-elected Executive Director as provided in Article VI of the Bylaws.

Section 9 Controller

- 9.1 There shall be a non-elected Controller, as provided in Article VII of the Bylaws.

Section 10 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.

Section 11 Association 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.

ARTICLE III VOTING

Section 1 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 other circumstances wherein the issue will affect more than one Chapter of the Association:

ARTICLE VIII – EXECUTIVE COMMITTEE

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.

8.2 Composition. The Executive Committee consists of the following:

- (a) A President who shall advance from the position of First Vice-President,
- (b) A First Vice-President and a Second Vice-President who shall be elected by the eligible voting membership of the Association,
- (c) The Executive Director who shall serve as a non-voting member.
- (d) The Immediate Past President.

[Covered later in this side-by-side document.]

[Covered later in this side-by-side document.]

[See 7.4, Duties of the Board of Directors]

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.

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 Quorum.

- 1.1.1 Members in the “Active Member” category, as defined in Article I, Section 2.1 of the Association Bylaws.
- 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.
- 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.
- 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.
- 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.

Section 2 Voting 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.
- 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.
- 2.3 The right to vote on matters brought before the Executive Council is restricted to members of the Executive Council except that:
 - 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.
 - 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.
- 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:
 - 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.
 - 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.
- 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.

[To be re-codified as Conflict of Interest Policy with amendments subject to 2/3 approval of the whole Board of Directors.]

ARTICLE IV AUTHORITY

Section 1 Membership Quorum

- 1.1 All authority derives from the voting membership of the Association.
- 1.2 The voting membership of the Association is represented by the Quorum as formed at one or more General Business Meetings held during the Association’s Annual Conference. As such, the Quorum wields the full power of the Association.
- 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 Executive Council

- 2.1 The Executive Council shall have authority to carry out its duties.
- 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.
- 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.
- 2.4 The Executive Council shall have sole authority to create new Chapters and to modify or cancel the charter of existing Chapters.
- 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.
- 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.
- 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 Council.
- 2.8 The Executive Council shall have sole authority to approve changes to the APCO Policy Manual.
- 2.9 The Executive Council shall have sole authority to establish a new project under the APCO Project Series.

Section 3 Board of Officers

- 3.1 The Board of Officers shall have authority to carry out its duties.
- 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.
- 3.3 The President shall have specific authority to:

5.1 Membership Quorum. Voting-eligible Members attending a business meeting of an Annual Conference shall constitute a Quorum.

[Covered later in this side-by-side document.]

[Covered later in this side-by-side document.]

<p>3.3.1 Carry out the duties of the President</p> <p>3.3.2 Incur reasonable and proper personal expense in the conduct of Association business subject to reimbursement by the Association.</p> <p>3.3.3 Authorize reimbursement of reasonable and proper personal expense by others in the conduct of Association business.</p> <p>3.3.4 Poll or call into session the Executive Council or any committee of the Association.</p> <p>3.3.5 Engage and maintain the services of an Executive Director in accordance with the requirements of the Constitution and Bylaws.</p> <p>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.</p> <p>3.3.7 Engage and maintain the services of legal counsel for the Association in accordance with the requirements of the Constitution and Bylaws.</p> <p>3.3.8 Require, enforce, and rule in matters of parliamentary procedure.</p> <p>3.4 The President-Elect, First Vice-President, and Second Vice-President each shall have authority to:</p> <p>3.4.1 Perform the duties assigned to their office.</p>	
<p>Section 4 Executive Director</p> <p>4.1 The Executive Director shall have authority to carry out his/her duties.</p> <p>4.2 The Executive Director shall have authority to hire, terminate, assign, evaluate, and discipline employees of the Association, except 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>[Covered later in this side-by-side document.]</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 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>4.1 The Executive Director shall have the authority to designate a full time 0 employee to perform the functions assigned to the “Chief Financial Officer.”</p> <p>Section 5 Controller</p> <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>	<p>[Covered later in this side-by-side document.]</p>
<p>ARTICLE V CHARTERING OF CHAPTERS</p> <p>Section 1 Requirements</p> <p>1.1 The process for applying for a new charter as a Chapter shall be defined in the APCO Policy Manual.</p>	<p>[To be re-codified as Chapter Policy with amendments subject to Executive Council approval.]</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 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 <i>APCO Alliance for Global Cooperation and Development</i>.</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 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>	
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<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 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>Section 2 Cancellation of Charters</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>[To be re-codified as Chapter Policy with amendments subject to Executive Council approval.]</p>
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<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 America and/or its Territories, then the Executive Council shall also modify the charter of another chapter to include the territory of the <i>cancelled</i> chapter. The purpose of this requirement is to ensure that all members of the <i>cancelled</i> chapter continue to be members of an Association chapter other than the Chapter known as the <i>International Chapter of APCO</i>.</p> <p>2.2.1 The Chapter whose charter is modified to include the geographic territory of the <i>cancelled</i> chapter shall have been geographically adjacent to the <i>cancelled</i> chapter. The purpose of this is to maintain a single, contiguous geographic area for the <i>modified</i> 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 <i>cancelled</i> 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 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</p>	
<p>ARTICLE VI (RESERVED)</p>	<p>n/a</p>

ARTICLE VII BYLAWS AND POLICY MANUALS

Section 1 Bylaws

- 1.1 The Association Bylaws are hereby established.
- 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.
 - 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.
- 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:
 - 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.
 - 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.

n/a

Section 2 APCO Policy Manual

- 2.1 The APCO Policy Manual is hereby established.
- 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.

[To be re-codified as a Preamble to the Policy Manual with amendments subject to 2/3 approval of the whole Board of Directors.]

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.

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:

2.3.1 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 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.

Section 3 Annual Conference Manual

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.

3.2 The Annual Conference Manual shall define the practices and procedures associated with conducting the Association's Annual Conference.

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.

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:

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.

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.

[To be re-codified as Policy with amendments subject to 2/3 approval of the whole Board of Directors.]

Section 4 Regional Conference Manual

- 4.1 The Executive Director, under the guidance of the Board of Officers and the Executive Council, shall create and maintain a Regional Conference Manual.
- 4.2 The Regional Conference Manual shall provide guidance to Association Chapters that are hosting a Regional Conference.
 - 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.
 - 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.
- 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:
 - 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.
 - 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.

[To be recodified as Policy with amendments subject to 2/3 approval of the whole Board of Directors..]

Section 5 Policy and Procedures Manuals of APCO Subsidiaries

- 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.
- 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.
- 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:
 - 5.3.1 The Advisory Committee for the Subsidiary shall review and approve the proposed amendment; and,
 - 5.3.2 The Board of Officers shall review and approve the proposed amendment; and,

[To be re-codified as Policy with amendments subject to 2/3 approval of the whole Board of Directors.]

<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> <p>Section 6 Manuals</p> <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>	<p>[To be re-codified as Policy with amendments subject to 2/3 approval of the whole Board of Directors.]</p>
<p>ARTICLE VIII TRADEMARK</p> <p>Section 1 Trademark</p> <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>	<p>[To be re-codified as Policy with amendments subject to 2/3 approval of the whole Board of Directors.]</p> <p>[Note: Counsel has flagged this section as requiring revision inasmuch as it does not acknowledge the many other registered or common law trademarks of the association and fails to accommodate the many ways in which the trademarks and certification marks of are used in the promotion of APCO and its related entities.]</p>
<p>ARTICLE IX INDEMNIFICATION</p> <p>Section 1 Indemnification</p> <p>1.1 Every member of the Executive Council, Board of Officers, Executive Director, Committees, employees and others as specified 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><u>13.2 Indemnification.</u> The Association shall, to the full extent of its power to do so, indemnify any and all present and former officers, Board of Directors, Executive Council members, employees, committee members and other agents of the Association against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by them in connection with any action, suit or proceeding in which they, or any of them, are made parties, or a party, by reason of their being or having been officers, directors, employees, committee members, or agents of the Association; except in relation to matters as to which any such person shall be finally adjudicated in any such action, suit or proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interest of the Association, or, with respect to any criminal action or proceeding, where such person is finally adjudged to have had reasonable cause to believe that his or her conduct</p>

ARTICLE X AMENDMENT

Section 1 Requirements

- 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.
 - 1.1.1 A proposal to amend the Association Constitution shall be submitted in accordance with the process defined in the APCO Policy Manual.
- 1.2 The Constitution and Bylaws Committee may make non-substantive changes to the Constitution 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 defined in the APCO Policy Manual.

Section 2 Effective Date

- 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.
- 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.

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.

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 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.

<u>CURRENT BYLAWS</u>	<u>PROPOSED BYLAWS</u>
<p>ARTICLE 1 MEMBERSHIP</p> <p>Section 1 General Eligibility Requirements</p> <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 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 <i>International Associate Member</i> 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>[To be re-codified as Membership Policy with amendments subject to Quorum approval.]</p>

Section 2 Categories

2.1 Active Member

2.1.1 The following individuals shall be eligible for membership in the “Active Member” category:

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.

2.1.2 Members in the “Active Member” category may vote in the annual quorum, may enjoy all benefits and privileges and, except where otherwise limited, may serve in any capacity in the Association and its chapters, except where otherwise limited.

2.2 Member

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.

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

2.2.1.2 Individuals not meeting the requirements of any other category.

2.3 Commercial Member

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.

Section 3 Designations

2.1 Active Member

2.1.1 The following individuals shall be eligible for membership in the “Active Member” category:

[To be re-codified as Membership Policy with amendments subject to Quorum approval.]

[To be re-codified as Membership Policy with amendments subject to Quorum approval.]

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.

2.1.2 Members in the “Active Member” category may vote in the annual quorum, may enjoy all benefits and privileges and, except where otherwise limited, may serve in any capacity in the Association and its chapters, except where otherwise limited.

2.2 Member

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.

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

2.2.1.2 Individuals not meeting the requirements of any other category.

2.3 Commercial Member

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.

Section 4 Application

4.1 A procedure shall be established in the APCO Policy Manual for processing membership applications and renewals.

Section 5 Revocation

5.1 Membership in the Association may be revoked by the Board of Officers upon a documented showing of reasonable cause.

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.

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.

<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>	<p>[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.]</p>
<p>ARTICLE II DUES</p> <p>Section 1 Rates</p> <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 <i>Chapter Portion</i> 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 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><u>12.1 Membership Dues.</u> The members shall pay annual dues to the Association under a structure and policy established by the Quorum. Adjustments in accordance with the cumulative 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 Quorum.</p>

<p>Section 2 Payment</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>[To be re-codified under Procedure.]</p>
<p>ARTICLE III Membership Quorum</p> <p>Section 1 Duties (RESERVED)</p> <p>Section 2 Meetings</p> <p>2.1 The Active members attending a business meeting of an Annual Conference shall constitute a quorum of such meeting.</p> <p>2.2 The meetings of the Quorum shall be conducted in accordance with the requirements of the APCO Policy Manual.</p>	<p><u>5.1 Membership Quorum.</u> Voting-eligible Members attending a business meeting of an Annual Conference shall constitute a Quorum</p>
<p>ARTICLE IV EXECUTIVE COUNCIL</p> <p>Section 1 Duties</p> <p>1.1 The Executive Council shall exhibit oversight of the Board of Officers by:</p> <p>1.1.1 Review and approval of the Association’s goals and objectives as recommended by the Board of Officers.</p> <p>1.1.2 Review and approval of the Executive Director’s goals and objectives for the Association staff and management team.</p> <p>1.1.3 Review and approval of the Executive Director’s formal business plan previously approved by the Board of Officers.</p> <p>1.1.4 Review and approval of the Association’s annual budget proposal.</p> <p>1.1.5 Review and approval of the APCO Policy Manual in accordance with Constitution Article VI.</p> <p>1.1.6 Perform committee duties as outlined in the APCO Policy Manual.</p> <p>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.</p> <p>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.</p> <p>Section 2 Meetings</p> <p>2.1 The Executive Council shall meet in accordance with the requirements in the APCO Policy Manual.</p> <p>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.</p>	<p><u>ARTICLE VI - EXECUTIVE COUNCIL</u></p> <p><u>6.2 Meeting.</u> The Executive Council shall meet at the Annual Conference to consider any requests to create, modify or cancel the charters of Chapters, except the International Chapter; make recommendations on any Bylaw amendments or certain Policy changes that require ratification by the Quorum; and to provide advice to the Board of Directors on matters of strategic planning.</p> <p><u>ARTICLE VII - BOARD OF DIRECTORS</u></p> <p><u>7.4 Duties.</u> The Board of Directors shall:</p> <p>(e) 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;</p> <p>(f) 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;</p> <p>(g) Establish a new project under the APCO Project Series;</p> <p>(h) Review and approve the Association’s goals and objectives as recommended by the Executive Committee;</p> <p>(i) Review and approve the Executive Director’s goals and objectives for the Association staff and management team;</p> <p>(j) Review and approve the Executive Director’s formal business plan previously approved by the Executive Committee;</p> <p>(k) Report its activities. Each Director has</p>

<p>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.</p> <p>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.</p> <p>2.3 The Executive Council shall meet in session with each consisting of one or more individual meetings.</p> <p>2.4 The expense of attending meetings of the Executive Council shall 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>	<p>the responsibility to issue a formal report to his/her constituency; and</p> <p>(l) 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><u>7.5 Voting.</u> 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><u>7.6 Meetings.</u> 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><u>7.7 Action by Petition.</u> 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>ARTICLE V BOARD OF OFFICERS</p> <p>Section 1 Duties</p> <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><u>9.1 The President shall:</u></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 for each of the Association's subsidiaries and the President of the International Chapter.</p> <p>(d) Make appointments to fill vacancies in accordance with this Article.</p> <p>(e) Perform such other duties as may be required that are not specifically assigned to others.</p> <p><u>9.2 The First Vice President</u> (or President-Elect through August 2009) 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 for each of the Association's subsidiaries and Secretary of the International Chapter.</p> <p>(d) Perform such other duties as may be required that are not specifically assigned to others.</p> <p><u>9.3 The Second Vice President shall:</u></p> <p>(a) Serve in the absence of the President and First Vice President.</p> <p>(b) Serve on the Board of Directors for each of</p>

<p>1.2.4 Perform such other duties as may be required that are not 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 notification shall occur prior to the action/representation being made.</p> <p>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>Section 2 Meetings</p> <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>the Association’s subsidiaries and an officer of the International Chapter.</p> <p>(c) Perform such other duties as may be required that are not specifically assigned to others.</p> <p><u>9.4 The Immediate Past President shall:</u></p> <p>(a) Participate in meetings of the Executive Committee in a non-voting advisory capacity, but shall have voting rights at meetings of the Board of Directors for the year following the conclusion of the term as President;.</p> <p>(b) Serve on the Board of Directors for each of the Association’s subsidiaries and an officer of the International Chapter;</p> <p>(c) Perform such other duties as may be required that are not specifically assigned to others.</p> <p>[On advice of Counsel, most of 1.5 shall be omitted from Policy and relegated to a Code of Conduct subject to ratification by the Board of Directors.]</p> <p><u>8 Meetings and Voting.</u> 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>
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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 Manual.

Section 3 Terms of Office

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.

3.1.1 Normally, officers shall be installed in office during the Association's Annual Conference.

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.

Section 4 Succession and Election

4.1 The President-Elect shall automatically succeed to the office of President.

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:

4.2.1 A procedure for members attending the Annual Conference to cast ballots during the Conference.

4.2.2 A procedure for members to cast ballots prior to the Annual Conference regardless of their intent to attend the Annual Conference.

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".

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.

4.2.5 A procedure for reporting the total number of votes cast for each candidate for each office.

10.1 Absence of Quorum. If a quorum shall not be present at any meeting of the Executive Committee, Board of Directors or any committee of the Association, the members thereof may adjourn the meeting from time to time, without notice other than an announcement at the meeting, until a quorum shall be present.

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.

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;.

8.5 President-Elect. Until such time as the President-Elect position is eliminated with the close of the Membership Quorum in 2009, 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 2009, candidates for First Vice President and Second Vice President shall not advance, but shall as incumbents stand for re-election to the same posts.]

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.

8.7 Qualifications. Candidates for First Vice-President, and Second Vice-President shall meet or exceed the minimum qualifications listed below.

- (a) Be a voting-eligible Member in good standing serving in a non-commercial capacity as set forth in the Membership Policy;
- (b) Be a citizen of the United States; and
- (c) Have served at least two years in an elected office of a Chapter.

<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 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.</p> <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>	<p>[To be re-codified as Policy with amendments subject to 2/3 approval of the whole Board of Directors.]</p>
<p>Section 6 Vacancies</p> <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 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>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 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: 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 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 Executive Committee with prompt notice provided to the full Board of Directors.</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 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>	
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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 Removal from 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><u>6 Removal from Office.</u> Officers may be removed from office 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 an officer from the performance of his/her duties during the period between that officer 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 office occupied by the suspended officer 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>ARTICLE VI EXECUTIVE DIRECTOR</p> <p>Section 1 Employment</p> <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>Section 2 Duties</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>	<p><u>11.1 Executive Director.</u> 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 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>

ARTICLE 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 Controller.
 - 1.1.1 The individual selected to perform the duties of the Controller may be either an employee of the Association or a contractor.
 - 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.
- 1.2 The Controller shall report directly to the Board of Officers except as provided below:
 - 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.

Section 2 Duties

- 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:
 - 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.
 - 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.
 - 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 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.

[See reference above in 11.1 with some elements to be re-codified as Policy with amendments subject to 2/3 approval of the whole Board of Directors.]

<p>ARTICLE VIII COUNSEL</p> <p>Section 1 Regulatory</p> <p>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.</p> <p>Section 2 Other</p> <p>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.</p>	<p>[To be re-codified as Policy with amendments subject to 2/3 approval by the whole Board of Directors.]</p>
<p>ARTICLE IX COMMITTEES</p> <p>Section 1 Standing Committees</p> <p>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.</p> <p>1.1.1 Standing Committees shall be established in accordance with the requirements in the APCO Policy Manual.</p> <p>Section 2 Other Committees</p> <p>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.</p>	<p>[To be re-codified as Policy with amendments subject to 2/3 approval by the whole Board of Directors.]</p>
<p>ARTICLE X CONFERENCES/SYMPOSIUMS</p> <p>Section 1 Annual Conference</p> <p>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.</p> <p>1.2 The place of such meeting shall be determined in accordance with the requirements in the Annual Conference Manual.</p> <p>Section 2 Regional 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>[To be re-codified as Policy with amendments subject to 2/3 approval of the whole Board of Directors.]</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.

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:

Gulf Coast Region	January/February
Western States Region	March
North Central Region	April
East Coast Region	May

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.

2.3.2 Notwithstanding the preceding language in this Section, the 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 Chapter Conferences/Meetings

(RESERVED)

Section 4 Symposiums

(RESERVED)

ARTICLE XI APCO PROJECT SERIES

Section 1 Establishment 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.

Section 2 Grants

2.1 The President shall have the authority to make applications for and receive grants and contributions.

[To be re-codified as Policy with amendments subject to 2/3 approval of the whole Board of Directors.]

<p>2.1.1 Applications and contributions are subject to approval of the Executive Council.</p> <p>2.2 No application shall be made to or contributions received from those motivated by personal benefit or privilege.</p> <p>2.3 The procedure for handling grant and contribution funds shall be in the APCO Policy Manual.</p>	<p>[Note: Counsel has flagged 2.2 as a “dangerously vague statement” as any grant applied for or received could be said to be motivated by personal benefit or privilege. This is probably best dealt with in the Conflict of Interest policy noted previously.]</p>
<p>ARTICLE XII PUBLICATIONS</p> <p>Section 1 APCO Bulletin</p> <p>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.</p> <p>Section 2 Other Publications</p> <p>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.</p> <p>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.</p> <p>Section 3 Publication Managements</p> <p>3.1 Publications shall be governed by the Board of Officers.</p> <p>3.2 There shall be a Publications Manager who shall be a full time employee of the Association.</p>	<p>[To be re-codified as Policy with amendments subject to 2/3 approval of the whole Board of Directors.]</p>
<p>ARTICLE XIII ASSET MANAGEMENT</p> <p>Section 1 Retention</p> <p>1.1 All rights, title and interest, both legal and equitable, in and to property of the Association, shall remain in the Association.</p> <p>Section 2 Release</p> <p>2.1 Association property in the hands of others for the purposes of the Association shall be returned to the Association immediately upon demand.</p> <p>Section 3 Dissolution</p> <p>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 the Executive Council if done between Conferences.</p> <p>Section 4 Bonding of Personnel</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><u>13.1 Interest of Members.</u> 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. 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 Quorum or Board of Directors by a two-thirds vote may determine or as may be determined by a court of competent jurisdiction upon application of the Executive Committee, exclusively to an organization of similar purposes which would then qualify under the same provisions of Section 501(c) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.</p>

<p>Section 5 Liability</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>Section 6 Cost</p> <p>6.1 The Association shall bear the costs associated with the provisions of this Article.</p>	
<p>ARTICLE XIV AWARDS</p> <p>Section 1 Awards</p> <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>	<p>[To be re-codified as Policy with amendments subject to 2/3 approval of the whole Board of Directors.]</p>
<p>ARTICLE XV RULES OF ORDER</p> <p>Section 1 Parliamentary Authority</p> <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>	<p>[To be re-codified as Policy with amendments subject to 2/3 approval of the whole Board of Directors.]</p>
<p>ARTICLE XVI AMENDMENT</p> <p>Section 1 Requirements</p> <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>Section 2 Effective Date</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>	<p><u>14.1 Power to Amend.</u> 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 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>