

1 **QUORUM RESOLUTION #1**

2
3 *[For more information, browse our website (www.apcointl.org/governance); a member login is required.]*

4
5
6 **INTENT:** To replace the existing Constitution and Bylaws with a new set of Bylaws that will
7 have the effect of restructuring the governance of the Association.

8
9 **MAKER:** Board of Officers

10
11 **QUORUM:** The 2009 Annual Conference Quorum.

12
13 **WHEREAS (1),** The Strategic Governance Implementation (SGI) Task Force has continued its
14 best efforts to restructure the Association’s governance to enhance the involvement in and
15 control on decision-making; and

16
17 **WHEREAS (2),** The SGI Task Force has overseen a drafting effort with substantial revisions
18 made in consultation with the Constitution & Bylaws Committee, the Executive Council and
19 other key member stakeholder groups. Now, therefore be it

20
21 **RESOLVED,** The current Constitution and Bylaws shall be replaced with the attached Bylaws,
22 Revised Version 11, dated July 16, 2009.

1 **BYLAWS**
2 **OF**
3 **APCO-INTERNATIONAL, INC.**
4 (Revised: _____, 2009)
5

6 **ARTICLE I**
7 **OFFICES**
8

9 Section 1.1 Name. The name of this corporation is the Association of Public-Safety
10 Communications Officials-International, Inc., also known as APCO International; APCO-
11 International, APCO-International, Inc. or simply APCO (“Association”).
12

13 Section 1.2 Office. The registered office of the Association is located at the principal
14 place of business within the State of Florida. The Corporation may also have offices at such
15 other places as the Board of Directors may from time to time determine or the business of the
16 Corporation may require.
17

18 **ARTICLE II**
19 **PURPOSES**
20

21 Section 2.1 Primary Purpose. The members of this nonprofit Association serve or
22 support that function of government which provides public safety communications services in
23 areas of law enforcement, forestry, conservation, fire, highway maintenance, emergency rescue
24 and medical services, emergency management, and other activities supported or endorsed by
25 federal, state, local and tribal governments. The primary purposes of this Association are to:

26 (a) foster the development and progress of public safety communications and supporting
27 information technologies by means of research, planning, coordination, training and education in
28 areas concerned with law enforcement, fire, emergency rescue and medical services,
29 conservation, forestry, highway maintenance, emergency management and other public safety
30 services;

31 (b) promote the rapid and accurate collection, exchange and dissemination of information
32 relating to emergencies and other vital public safety communications among and between all
33 levels of local, tribal, state and federal governments and those who work with them;

34 (c) represent its members, public safety communications and supporting information
35 technological interests in general before regulatory and policy-making bodies as may be
36 appropriate; and

37 (d) strive to protect citizens and their property and provide for their welfare by these and
38 other appropriate means.
39

40 **ARTICLE III**
41 **MEMBERSHIP**
42

43 Section 3.1 Membership. Membership in the Association shall be open to persons in
44 good standing who satisfy the requirements of the Membership Policy as established and
45 amended by the Membership Quorum.

46 Section 3.2 Voting Rights. All persons in a voting-eligible category of Membership
47 are entitled to one vote on each matter submitted to a vote under the Membership Quorum.
48

49 Section 3.3 Positions of Leadership. Positions on the Executive Council, Board of
50 Directors, Executive Committee, or Chapter President may only be held by voting-eligible
51 Members, subject to the individual satisfying all other eligibility criteria for the position being
52 sought, except that individuals selected to a post that is intended to solely represent Association
53 or Chapter members in a non-voting category must themselves be members in the same non-
54 voting category.
55

56 Section 3.4 Revocation. If, at any time, a member shall violate any of the terms of
57 Membership, the Association may revoke the individual's membership pursuant to the policies
58 and procedures of the Association.
59

60 **ARTICLE IV**
61 **CHAPTERS & REGIONS**
62

63 Section 4.1 Chapters. The Association may establish Chapters within the United
64 States and its territories and in other countries as authorized by the Executive Council. Chapters
65 shall function as independent sub-divisions of the Association that are required to comply with
66 the Bylaws of the Association and applicable policy, but in all respects are separate and distinct
67 organizations operating independently of the Association and financially responsible for their
68 own operations.
69

70 Section 4.2 Regions. The Chapters of the Association shall be divided into and be
71 members of four Regions based upon the geo-political boundaries of the following states,
72 territories, and other designations:

73 Western States: Alaska, Arizona, California, Colorado, Hawaii, Idaho, Montana,
74 Nevada, New Mexico, Oregon, Utah, Washington, Wyoming, Guam and Samoa.

75 North Central: Illinois, Indiana, Iowa, Kansas, Kentucky, Michigan, Minnesota,
76 Missouri, Nebraska, North Dakota, Ohio, South Dakota, Wisconsin.

77 East Coast: Connecticut, Delaware, Maine, Maryland, Massachusetts, New Hampshire,
78 New Jersey, New York, North Carolina, Pennsylvania, Rhode Island, South Carolina, Vermont,
79 Virginia, West Virginia, Washington, D.C.

80 Gulf Coast: Alabama, Arkansas, Florida, Georgia, Louisiana, Mississippi, Oklahoma,
81 Tennessee, Texas, Puerto Rico, the United States Virgin Islands, and the International Chapter.
82

83 Section 4.3 International. A Chapter to be known as the International Chapter shall
84 consist of all individual members of the Association, who do not reside and/or work within the
85 geographic boundaries of the United States or its territories or within the geographic boundaries
86 of any other Chapter of the Association. The Executive Committee of the Board of Directors
87 shall serve as the officers of this Chapter.
88
89

90 **ARTICLE V**
91 **MEMBERSHIP QUORUM**
92

93 Section 5.1 Membership Quorum. The Association shall meet annually and such
94 meeting shall be known as the Annual Conference. Voting-eligible Members attending a
95 business meeting of the Annual Conference shall constitute the Membership Quorum.
96

97 **ARTICLE VI**
98 **EXECUTIVE COUNCIL**
99

100 Section 6.1 Selection. The Executive Council shall consist of one non-commercial,
101 voting-eligible member selected by each of the Chapters in accordance with the requirements of
102 the Chapter's Constitution and/or Bylaws, or in the case of the International Chapter, a
103 nomination process overseen by the Executive Committee of the Board of Directors.
104

105 Section 6.2 Duties: Executive Council members shall:

106 (a) serve as a direct conduit for the exchange of information to and from the Regional
107 Representative on the Board of Directors, the Chapters and their members;

108 (b) consider any requests to create, modify or cancel the charters of Chapters, except the
109 International Chapter;

110 (c) make recommendations on any proposed Bylaw amendments or certain Policy
111 changes that require ratification by the Membership Quorum;

112 (d) provide advice to the Board of Directors on matters of importance to the public safety
113 communications industry;

114 (e) offer guidance to the Board of Directors on strategic planning;

115 (f) select Regional Representatives to the Board of Directors in accordance with section
116 7.3; and

117 (g) select one Executive Council member per Region to serve on Executive Council
118 committees.
119

120 Section 6.3 Meeting. The Executive Council shall meet in conjunction with the
121 Annual Conference in furtherance of its duties.
122

123 **ARTICLE VII**
124 **BOARD OF DIRECTORS**
125

126 Section 7.1 Composition. The Board of Directors shall consist of:

127 (a) The Executive Committee;

128 (b) Two members selected by each Region;

129 (c) One member of the Commercial Advisory Council;

130 (d) The Executive Director, who shall serve as a non-voting member.
131

132 With the exception of (c) above, no member of the Board of Directors shall represent a
133 commercial interest as set forth in the Membership Policy. With the exception of (d) above, no
134 member shall be a full-time salaried employee of the Association.

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135 Section 7.2 Terms. Directors fulfilling roles listed in (b) and (c) above shall serve
136 two-year terms with none serving more than four consecutive years. One Director from each
137 Region serving under (b) shall be selected in an odd-numbered year, and the other selected in an
138 even-numbered year. The Director in (c) shall be selected in the odd-numbered year.
139

140 Being newly constituted following the Membership Quorum in 2009, one Director from
141 each Region serving under (b) above shall serve an initial term of three years and such members
142 will not be eligible to serve in the same capacity on the Board of Directors until at least one year
143 from the completion of their initial term.
144

145 Section 7.3 Selection by each Region. The selection under (b) shall be in accordance
146 with criteria and a process approved by the Executive Council and such selection each year shall
147 be made in conjunction with the Executive Council meeting. Eligibility is restricted to
148 Executive Council members from each Region unless succeeding themselves on the Board. Only
149 one person from a Chapter may serve as a Regional Representative under (b) at any one time.
150 Each Chapter is entitled to one vote in the selection of each Director within its Region. Once
151 installed as Directors, such Regional Representatives shall cease service on the Executive
152 Council throughout their term or terms on the Board.
153

154 Section 7.4 Selection by the Commercial Advisory Council. The selection under (c)
155 shall be made prior to September 1 in an odd-numbered year in accordance with criteria and a
156 process instituted by the Executive Council in 2009 and subject to modification thereafter by the
157 Board of Directors.
158

159 Section 7.5 Vacancies. A vacancy under (b) or (c), other than a temporary vacancy
160 expected to last less than 90 days, or a vacancy occurring less than 90 days prior to expiration of
161 the Director’s term, shall be filled by a caucus by the applicable Region under (b) or by the
162 Commercial Advisory Council under (c) for the remainder of the term. Time spent completing
163 the unexpired term of a Director shall not count against the term limit specified in Section 7.2.
164

165 Section 7.6 Duties. The Board of Directors shall:

166 (a) Approve the annual budget or any change to the approved annual budget,
167 except the Executive Committee and/or the Executive Director may make modifications which
168 are within pre-defined limits that the Board of Directors establish;

169 (b) Approve the purchase or sale of real property by the Association, except
170 that it may grant authority to the Executive Committee and/or the Executive Director to enter
171 into contracts to purchase or sell real property subject to compliance with pre-defined limits
172 established by the Board of Directors;

173 (c) Establish standing committees as well as other committees or task forces
174 as required from time to time to assist in accomplishing the purposes of the Association;

175 (d) Approve the formation of subsidiaries;

176 (e) Establish a new project under the APCO Project Series;

177 (f) Review and approve the Association’s goals and objectives as
178 recommended by the Executive Committee;

179 (g) Review and approve the Executive Director’s goals and objectives for the
180 Association staff and management team;

- 181 (h) Review and approve the Executive Director’s formal business plan
182 previously approved by the Executive Committee;
183 (i) Report its activities. Each Director has the responsibility to issue a formal
184 report to his/her constituency;
185 (j) Attend the annual meeting of the Executive Council; and
186 (k) Perform other duties as may be otherwise specified in these Bylaws or as
187 may be required by the Board of Directors of itself.
188

189 Section 7.7 Voting. Actions by the Board of Directors shall require the vote of a
190 majority of those at any meeting at which a quorum is present, except changes to Policy shall
191 require at least two-thirds approval of the voting membership of the body.
192

193 Section 7.8 Meetings. The Board of Directors shall meet quarterly, but may convene
194 more or less frequently as the body itself may agree. A majority of the voting membership of the
195 body shall be necessary and sufficient to constitute a quorum for the transaction of business.
196

197 Section 7.9 Action by Petition. Should more than a third of the number of Chapter
198 Presidents or members of the Executive Council petition the President in writing regarding a
199 single issue, other than amendment of the Bylaws, the President shall poll the Board of Directors
200 in the matter. Should the Board of Directors approve the petition, the President shall forthwith
201 act accordingly.
202

203 Section 7.10 Removal. Any Director, including Executive Committee members under
204 (a) of 7.1, may be removed for reasons of malfeasance, misfeasance, or nonfeasance of duty, or
205 for committing an act that brings significant discredit to the Association. The President may
206 suspend a Director from the performance of his/her duties, including voting privileges, during
207 the period between that person being impeached and the Board of Directors adjudicating the
208 matter. In the event the President is impeached, then the senior member of the Executive
209 Committee who was not impeached may suspend the President from the performance of his/her
210 duties during the period between the President being impeached and the Board of Directors
211 adjudicating the matter. The post occupied by the suspended Director shall remain vacant until
212 such time as the matter leading to the suspension has been adjudicated by the Board of Directors
213 or otherwise appropriately resolved.
214

215 **ARTICLE VIII**
216 **EXECUTIVE COMMITTEE OF THE BOARD OF DIRECTORS**
217

218 Section 8.1 Authority. The business and affairs of the Association shall be managed
219 by an Executive Committee of the Board of Directors, which may exercise all such powers of the
220 Association and do all such lawful acts on its behalf as are not forbidden by statute, the
221 Certificate of Incorporation or these Bylaws and are not specifically reserved to be performed by
222 others in these Bylaws.
223
224

225 Section 8.2 Composition. The Executive Committee consists of the following:
226 (a) A President who shall advance from the position of First Vice-President,
227 (b) A First Vice-President and a Second Vice-President who shall be elected
228 by the voting-eligible membership of the Association,
229 (c) The Executive Director who shall serve as a non-voting member.
230 (d) The Immediate Past President.

231
232 Section 8.3 Duties. The Executive Committee shall:
233 (a) Prepare and maintain an annual budget for the Association;
234 (b) Provide oversight and direction to the Executive Director;
235 (c) Maintain the Association Strategic Plan and set goals and objectives in
236 accordance with such plan; and
237 (d) Perform all functions and do those acts that are not specifically reserved in
238 these Bylaws to be performed by others.

239
240 Section 8.4 Terms of Office. Members of the Executive Committee shall serve from
241 the time they are installed in office until their successors are installed in office unless they are
242 removed, resign, otherwise vacate the office or become ineligible by virtue of engaging in a
243 commercial capacity as set forth in the Membership Policy. Normally, officer installation shall
244 occur during the Association’s Annual Conference, but may occur at such other time as may
245 become necessary due to the filling of a vacancy or other cause.

246
247 Section 8.5 President-Elect. Until such time as the President-Elect position is
248 eliminated with the close of the Membership Quorum in 2010, the election and processes
249 pertaining to that office shall be the same in intent as those pertaining to the First Vice-President,
250 and those for the First Vice-President shall be similar in scope to those pertaining to the Second
251 Vice President. [In 2010, candidates for First Vice-President and Second Vice-President shall
252 not advance, but shall as incumbents stand for re-election to the same posts.]

253
254 Section 8.6 Succession and Election. The First Vice-President shall automatically
255 succeed to the office of President. The incoming First Vice-President, and Second Vice-
256 President shall be elected by a simple majority vote of the Association’s members casting ballots
257 in accordance with procedures established by the Board of Directors.

258
259 Section 8.7 Qualifications. Candidates for First Vice-President, and Second Vice-
260 President shall meet or exceed the minimum qualifications listed below.

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

265
266 Section 8.8 Meetings and Voting. The Executive Committee shall meet and conduct
267 the business of the Association at such times and places as the President or a majority of the
268 Officers shall indicate. At all meetings of the Executive Committee, or of any committee of the
269 Association, a majority of the voting membership of the respective body shall be necessary and
270 sufficient to constitute a quorum for the transaction of business, and the vote of a majority of

271 those at any meeting at which a quorum is present shall be the act of that respective body, except
272 as otherwise provided herein. The President shall advise the Board of Directors of any
273 significant actions taken at meetings of the Executive Committee.

274
275 **ARTICLE IX**
276 **OFFICERS**

277
278 Section 9.1 The President shall:

- 279 (a) Preside at all Association business meetings, except as provided in this
280 Article and as determined during the Annual Conference.
281 (b) Serve as Chair of the Board of Directors and the Executive Committee.
282 (c) Serve as Chair of the Board of Directors of any Association subsidiary and
283 the President of the International Chapter.
284 (d) Make appointments to fill vacancies in accordance with this Article.
285 (e) Keep the membership appropriately informed.
286 (f) Perform such other duties as may be required that are not specifically
287 assigned to others.
288

289 Section 9.2 The First Vice-President (or President-Elect through August 2010) shall:

- 290 (a) Serve in the absence of the President.
291 (b) Preside over the portion of the Board of Directors meeting at which the
292 proposed budget for the ensuing year is being considered.
293 (c) Serve on the Board of Directors of any Association subsidiary and
294 Secretary of the International Chapter.
295 (d) Perform such other duties as may be required that are not specifically
296 assigned to others.
297

298 Section 9.3 The Second Vice-President shall:

- 299 (a) Serve in the absence of the President and First Vice-President.
300 (b) Serve on the Board of Directors of any Association subsidiary and an
301 officer of the International Chapter.
302 (c) Perform such other duties as may be required that are not specifically
303 assigned to others.
304

305 Section 9.4 The Immediate Past President shall:

- 306 (a) Participate in meetings of the Executive Committee and the Board of
307 Directors in an advisory capacity, but with full voting rights, for the year following the
308 conclusion of the term as President.
309 (b) Serve on the Board of Directors of any Association subsidiary and an
310 officer of the International Chapter.
311 (c) Perform such other duties as may be required that are not specifically
312 assigned to others.
313

314 Section 9.5 Vacancies. A vacancy in the office of President or First Vice-President,
315 other than a temporary vacancy expected to last less than 90 days, shall be filled by

316 advancement-in-rank by the next lower ranking elected officer. Such advancement-in-rank shall
317 be in an “Acting” capacity.

318
319 (a) A vacancy in either the office of Second Vice-President or Immediate Past
320 President, other than a temporary vacancy expected to last less than 90 days, shall be filled by an
321 appointment made by the President. Such appointment shall be subject to review and approval
322 as follows: i) certification by the Credentials Committee that the appointee satisfies the
323 eligibility requirements for service on the Executive Committee; ii) confirmation by the
324 remaining members of the Executive Committee; and iii) ratification by the Board of Directors.

325
326 (b) A vacancy in the offices of President, First Vice-President, Second Vice-
327 President or Immediate Past President that occurs after April 1 or otherwise is expected to last
328 less than 90 days may be left vacant until the next regular election of officers or the return of the
329 currently elected officer. Such decision to leave the office vacant shall require a majority vote of
330 the remaining members of the Executive Committee with prompt notice provided to the full
331 Board of Directors.

332
333 **ARTICLE X**
334 **MISCELLANEOUS MEETING PROVISIONS**

335
336 Section 10.1 Absence of Quorum. If a quorum shall not be present at any meeting of
337 the Executive Committee, Board of Directors or any committee of the Association, the members
338 thereat may adjourn the meeting from time to time, without notice other than an announcement
339 at the meeting, until a quorum shall be present.

340
341 Section 10.2 Meetings by Telephone or Web Conferencing. Any one or more members
342 of the body may participate in any meeting by means of telephone or web conferencing or
343 similar communications equipment allowing all persons participating in the meeting to hear each
344 other at the same time.

345
346 **ARTICLE XI**
347 **EXECUTIVE DIRECTOR**

348
349 Section 11.1 Executive Director. The appointment and removal of the Executive
350 Director shall be the decision of the Executive Committee with the consent of two-thirds of the
351 Board of Directors. The Executive Director is directly responsible to and shall report to the
352 Executive Committee. All other staff shall be hired by and report to the Executive Director,
353 except that an individual retained as Controller shall report discrepancies directly to the
354 Executive Director, the Executive Committee and/or the Board of Directors as appropriate in the
355 professional conduct of his or her responsibilities.

356
357 **ARTICLE XII**
358 **MEMBERSHIP DUES**

359
360 Section 12.1 Dues. The members shall pay annual dues to the Association under a
361 structure and policy established by the Membership Quorum. Adjustments in accordance with

362 the cumulative or average change in the Consumer Price Index (CPI) rounded to the nearest U.S.
363 dollar for the preceding calendar year or years since the last increase may be approved by the
364 Board of Directors. Increases exceeding the CPI require approval by the Membership Quorum.
365

366 **ARTICLE XIII**
367 **GENERAL PROVISIONS**
368

369 Section 13.1 Interest of Members. No member of the Association shall have any right,
370 title or interest in or to the whole or any part of the property or assets of the Association, and no
371 member shall be entitled to either the whole or any part thereof in the event of the termination of
372 his or her membership in the Association and no such person or persons shall be entitled to share
373 in the distribution of any of the corporate assets upon the dissolution of the Association.
374

375 Section 13.2 Dissolution. All Officers of the Association shall be deemed to have
376 expressly consented and agreed that upon such dissolution or winding up of the affairs of the
377 Association, whether voluntary or involuntary, the assets of the Association, after all debts have
378 been satisfied, then remaining in the hands of the Association shall be distributed, transferred,
379 conveyed, delivered, and paid over, in such amounts as the Membership Quorum or Board of
380 Directors by a two-thirds vote may determine or as may be determined by a court of competent
381 jurisdiction upon application of the Executive Committee, exclusively to an organization of
382 similar purposes which would then qualify under the same provisions of Section 501(c) of the
383 Internal Revenue Code and its Regulations as they now exist or as they may hereafter be
384 amended.
385

386 Section 13.3 Indemnification. The Association shall, to the full extent of its power to
387 do so, indemnify any and all present and former officers, Board of Directors, Executive Council
388 members, employees, committee members and other agents of the Association against expenses,
389 including attorneys' fees, judgments, fines and amounts paid in settlement actually and
390 reasonably incurred by them in connection with any action, suit or proceeding in which they, or
391 any of them, are made parties, or a party, by reason of their being or having been officers,
392 directors, employees, committee members, or agents of the Association; except in relation to
393 matters as to which any such person shall be finally adjudicated in any such action, suit or
394 proceeding not to have acted in good faith in the reasonable belief that his or her action was in
395 the best interest of the Association, or, with respect to any criminal action or proceeding, where
396 such person is finally adjudged to have had reasonable cause to believe that his or her conduct
397 was unlawful. Such indemnification shall not be deemed exclusive of any other rights to which
398 those indemnified may be entitled under any other bylaw, agreement, or otherwise.
399

400
401 **ARTICLE XIV**
402 **AMENDMENTS**
403

404 Section 14.1 Power to Amend. These Bylaws may be amended or repealed, and new
405 Bylaws may be adopted, by resolution adopted by a two-thirds majority of the Membership
406 Quorum in regular session provided that notice of the proposed amendment is contained in the
407 notice of the meeting that is posted and postmarked no later than thirty (30) days prior to the
408 meeting of the Membership Quorum. Such amendments shall become effective upon the
409 adjournment of the Annual Conference at which they were adopted unless the resolution
410 specifies an alternate effective date.

411
412 Section 14.2 Emergency Conditions. Upon making a finding that an unusual
413 circumstance exists for which significant harm would come to the Association if action were
414 delayed until the next meeting of the Association’s Membership Quorum, the Executive Council
415 may waive or modify a requirement contained in the Association Bylaws subject to a
416 requirement that three-fourths (3/4) of the Executive Council shall agree to a finding that an
417 unusual circumstance exists and shall agree to the recommended course of action. Furthermore,
418 the President shall cause to be published in the next possible issue of the Association’s official
419 publication the finding of the Executive Council of an unusual circumstance and its nature and
420 the course of action taken by the Executive Council.