

BYLAWS

OF

THE ASSOCIATION OF PUBLIC-SAFETY COMMUNICATIONS OFFICIALS- INTERNATIONAL, INC.

AS AMENDED BY THE QUORUM

AUGUST 9, 2006

VERIFIED AS ACCURATE BY THE C&B COMMITTEE

SEPTEMBER 19, 2006

BYLAWS

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ARTICLE I MEMBERSHIP

Section 1 General Eligibility Requirements

- 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 and International Affiliates are members of the Association in accordance with the membership categories described in Section 2 of this Article.
- 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.
- 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".
 - 1.3.1 A member whose primary residence or place of work is not within the geographic boundaries of a Chapter, of an International Chapter, or of an International Affiliate shall be known as a Member-at-Large.
 - 1.3.2 A member whose primary residence or place of work is within the geographic boundaries of an International Affiliate but who chooses not to be a member of that International Affiliate shall be known as a Member-at-Large.
 - 1.3.3 A Member-at-Large may also choose to become a Multiple Member of an Association Chapter in accordance with the requirements of Section 3.3 of this Article.
 - 1.3.4 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.
 - 1.3.5 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.
- 1.4 Membership shall be restricted to individuals satisfying one of the following criteria:
 - 1.4.1 Individuals who work in and/or directly support the design, construction, installation, maintenance, operation, and management of public safety communications systems.
 - 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.

- 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, Commercial Member and Member. A designation of Life, Honorary, Chapter Life, Chapter Honorary, Multiple, and Senior may be added to a category.
- 1.6 There shall also be available Governmental Group and Corporate Group membership.
- 1.7 Applications for membership shall be processed in accordance with the provisions of this Article.

Section 2 Categories

2.1 Active Member

2.1.1 The following citizens of the United States of America and its Territories and citizens of countries outside the chartered area of an International Affiliate 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 Members of an International Affiliate whose category of membership within that International Affiliate has similar requirements for membership as those defined herein for the “Active Member” and the “Member” category; or
 - 2.2.1.3 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.
- 2.4 Governmental Group Memberships
 - 2.4.1 Any political entity qualifying under the meaning and intent of this Constitution and Bylaws, hereinafter referred to as the Master Applicant in this category, among whose employees two (2) or more are eligible for membership in accordance with the other Sections of this Article whom the Master Applicant wishes to enroll as a group in this Association is eligible for this category of membership with the following stipulations:
 - 2.4.1.1 At least one of the employees in each applicant group per each dues year shall be eligible for, or the particular Master Applicant shall have at least one employee enrolled as, an Active member of this Association;
 - 2.4.1.2 All employees in each group shall reside, live or work within the boundaries of the particular Chapter chartered in that geographical area and shall be members of that Chapter unless otherwise approved by the Board of Officers;
 - 2.4.1.3 Memberships in good standing within a group may be transferred during a given dues period from current employees leaving the group to new employees entering the group upon each such individual request by the Master Applicant to the appropriate Chapter Secretary;
 - 2.4.1.4 The individual members shall be categorized as, pay dues, and serve in this Association in accordance with the appropriate membership requirements which are set forth elsewhere in the Bylaws and APCO Policy Manual, and, the will of the Governmental member shall be expressed within this Association only by means of these individual members.

- 2.4.2 Benefits and privileges of Governmental Membership are those as defined in the Governmental Category of the Bylaws and APCO Policy Manual.
- 2.5 Corporate Group Memberships
 - 2.5.1 Any corporation that received compensation in any form for services rendered or products sold in business or industry is eligible to become a Corporate Member.
 - 2.5.2 Except for the Commercial Advisory Committee member on the Executive Council, voting privileges for individuals who are covered by Corporate Membership are as provided for in Article III of the Constitution.
 - 2.5.3 Benefits and privileges of Corporate Membership are those as defined in the Commercial Category of the Bylaws and APCO Policy Manual.
 - 2.5.4 Corporate group membership dues shall be uniform for all Chapters in the United States as defined Section 1.1 of Article II of the Bylaws.
 - 2.5.5 Corporate group membership levels shall be detailed in the APCO Policy Manual.

Section 3 Designations

- 3.1 Life Member
 - 3.1.1 This highest level of membership shall be awarded only to those persons currently holding another category of membership in the Association. The Life Member title shall be added to that of any other category of membership. This title and the member's regular other membership category title with all its privileges and benefits shall be enjoyed, and held exempt from dues, for the life or resignation of such member.
 - 3.1.2 This honor may be bestowed upon members who have, at the Association level, made significant contributions toward the fulfillment of the purpose of the Association. Consideration will be given to the range of applicable accomplishments that demonstrate the candidate's breadth of contributions to the purpose of APCO.
 - 3.1.3 To be eligible for APCO Life Member, the nominee shall, as a minimum, complete the requirements of either 3.1.3.1 or 3.1.3.2 identified below:
 - 3.1.3.1 Served a full term as President of the Association or;

- 3.1.3.2 Been a member of APCO for a minimum of fifteen (15) years and made at least five (5) major accomplishments which have contributed significantly towards meeting the needs of all Chapters, regulatory, and policy making bodies, the commercial, general public safety, and international communities, or any combination thereof. A list of suggested major accomplishments which may be used as a guideline to determine LIFE MEMBER qualifications is shown below:
- 3.1.3.2.1 Served four (4) or more years as an Executive Council Member;
 - 3.1.3.2.2 Served four (4) or more years as a Local Area Frequency Advisor;
 - 3.1.3.2.3 Served as the Chair of an Association Committee, Standing Committee, or Special Task Force (e.g. Projects 25, 31, 33, 34, 35, CALEA, etc.); chairing each such Committee or Task Force would constitute a single accomplishment;
 - 3.1.3.2.4 Served two or more years as a member of the Advisory Committee for one of the Association's subsidiaries; served two or more years as a member of the Editorial Advisory Committee; or two or more years as a member of a committee identified in the APCO Policy Manual as being an "Executive Council Committee". Membership on each such Committee shall constitute a single accomplishment;
 - 3.1.3.2.5 Served as an active member of one or more Association Standing Committees; not more than two (2) accomplishments may be counted from this subsection;
 - 3.1.3.2.6 Served as the Chair of a Regional Conference, or as Chair of a Regional Conference Standing Committee as delineated by the Regional Conference Manual;
 - 3.1.3.2.7 Served as the Chair of an Annual Conference; or as Chair of an Annual Conference Standing Committee as delineated by the APCO Annual Conference Manual; and

- 3.1.3.2.8 Made other contributions that promote APCO-International (beyond benefit to a single Chapter) or to the art of public safety communications (e.g., NPSTC, PSWAC, NCC, NASNA etc.).
- 3.1.4 This honor shall be bestowed in accordance with the requirements in the APCO Policy Manual.
- 3.1.5 The APCO Life Member title and the member's regular other membership category title with all its privileges and benefits shall be enjoyed, and held exempt from dues, for the life or until the resignation of such member.
- 3.2 Senior Member
 - 3.2.1 The designation of "Senior" may be added to any category of individual membership.
 - 3.2.2 To be eligible for APCO Senior Member, the nominee shall, as a minimum, have been a member of APCO for ten (10) years or more; be a member in good standing at the time of the award; and made at least three (3) significant contributions to APCO, including one on an Association level. A suggested list of contributions is listed below:
 - 3.2.2.1 Served one (1) or more years as President of a Chapter;
 - 3.2.2.2 Served two (2) or more years as an Executive Council Member;
 - 3.2.2.3 Served as an active member of an Association Special Committee or Special Task Force (e.g. NPSPAC, PSWAC, Project 25, 31, 33, 34, 35, CALEA, etc.) (Count service on each Committee as separate contribution.)
 - 3.2.2.4 Served as an active member of one or more Association Standing Committees;
 - 3.2.2.5 Served as an Chair of a Chapter, Regional, or Annual Conference;
 - 3.2.2.6 Served two (2) or more years as a Local Area Frequency Advisor;
 - 3.2.2.7 Served two (2) or more years as a member of the Chapter Executive Committee;
 - 3.2.2.8 Served two (2) or more years as the Chair of a Chapter Standing Committee;
 - 3.2.2.9 Served two or more years as a member of the Advisory Committee for one of the Association's subsidiaries. Membership on each such Committee shall constitute a single accomplishment;

- 3.2.2.10 Served as a presenter at a Chapter, Regional, or Annual Conference;
 - 3.2.2.11 Served as the Chair of a Chapter, Regional, or Annual Conference Committee;
 - 3.2.2.12 Served as Chapter Committee member for a major legislative accomplishment;
 - 3.2.2.13 Served two (2) or more years as the Chair of a Regional Spectrum Planning Committee;
 - 3.2.2.14 Served a full term as an officer of another national or international public safety organization (e.g. IACP, IAFC, NENA, etc.); or
 - 3.2.2.15 Made other contributions that promote APCO-International (beyond benefit to a single Chapter) or to the art of Public Safety Communications.
- 3.2.3 This honor shall be bestowed in accordance with the requirements in the APCO Policy Manual.
- 3.2.4 The APCO Senior Member title and the member's regular other membership title with all its privileges and benefits shall be enjoyed for the life or until the resignation of such member.
- 3.3 Multiple Membership
- 3.3.1 This category provides for membership in more than one Chapter in accordance with the following requirements to be met by the applicant who shall be:
 - 3.3.1.1 A paid up member in their Home Chapter, AND;
 - 3.3.1.2 A paid up Multiple Member in any additional Chapter(s) in which he/she is also qualified.
 - 3.3.2 For a member other than a member of an International Affiliate, the member's membership category in each Chapter for which he/she becomes a Multiple Member shall be the same as the membership category held in the member's Home Chapter.
 - 3.3.2.1 Members shall enjoy the same rights and privileges within each Chapter to which they have become a Multiple Member as the rights and privileges granted to members for whom that Chapter is the Home Chapter.
 - 3.3.3 A member of an International Affiliate may similarly become a Multiple Member of a Chapter of APCO-International except that such membership shall be in the Member Category or in the Commercial Member Category, as appropriate.

- 3.3.3.1 A member of an International Affiliate desiring to become a Multiple Member of a Chapter of APCO-International shall pay the full dues amount as appropriate to the membership category for the first Chapter to which he/she may desire to be a Multiple Member.
- 3.3.3.2 A member of an International Affiliate desiring to become a Multiple Member of more than one Chapter of APCO-International shall pay dues for each additional Chapter after the first Chapter in accordance with the same policies for members of APCO-International who become Multiple Members of Chapters in addition to their Home Chapter.
- 3.3.4 Multiple Members shall be provided with credentials that indicate their status as a Multiple Member.
- 3.4 Honorary Member
 - 3.4.1 Only the Board of Officers may confer this category of membership.
 - 3.4.2 This membership is limited to those individuals who may have no incentive to obtain membership in any category but, by virtue of their position or accomplishments, it is in the best interest of APCO, Inc., that the individual have information regarding APCO, Inc., including the Bulletin and other APCO publications, filings and other items of information regarding the activities of APCO, Inc.
 - 3.4.3 Membership shall be established with the publication of a list (annually or sooner if necessary) of qualified individuals as determined by the Association Board of Officers.
 - 3.4.4 The APCO, Inc., Honorary member shall not vote or hold office in any capacity, except that they may serve as Ex Officio members of any committee.
- 3.5 Chapter Life Member
 - 3.5.1 Each Chapter desiring to confer Chapter Life Membership shall develop a list of requirements for this category of membership.
 - 3.5.1.1 A suggested list of qualifications for this category of membership shall be maintained in the APCO Policy Manual.
 - 3.5.2 This honor shall be bestowed upon qualified members by the nominee's Chapter in accordance with the requirements of the APCO Policy Manual.
- 3.6 Chapter Honorary Member
 - 3.6.1 Each Chapter desiring to confer Chapter Honorary Membership shall do in accordance with the requirements of the APCO Policy Manual.

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.
- 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.
- 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.

ARTICLE II DUES

Section 1 Rates

- 1.1 The dues structure shall be specified in the APCO Policy Manual and shall define Association and Chapter portions.
 - 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.
- 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.
 - 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.
 - 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.
- 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.
- 1.4 Any changes to dues amount shall be effective on January 1 of the next year.
- 1.5 The dues specified are to be paid in United States dollars (\$).
- 1.6 For members outside the United States, appropriate additional dues will apply as specified in the APCO Policy Manual.

Section 2 Payment

- 2.1 Dues are due and payable on January 1st of each calendar year.
- 2.2 The Association Office shall bill and collect dues per the procedures in the APCO Policy Manual.

ARTICLE III MEMBERSHIP QUORUM

Section 1 Duties

(RESERVED)

Section 2 Meetings

- 2.1 The Active members attending a business meeting of an Annual Conference shall constitute a quorum of such meeting.
- 2.2 The meetings of the Quorum shall be conducted in accordance with the requirements of the APCO Policy Manual.

ARTICLE IV EXECUTIVE COUNCIL

Section 1 Duties

- 1.1 The Executive Council shall exhibit oversight of the Board of Officers by:
 - 1.1.1 Review and approval of the Association's goals and objectives as recommended by the Board of Officers.
 - 1.1.2 Review and approval of the Executive Director's goals and objectives for the Association staff and management team.
 - 1.1.3 Review and approval of the Executive Director's formal business plan previously approved by the Board of Officers.
 - 1.1.4 Review and approval of the Association's annual budget proposal.
 - 1.1.5 Review and approval of the APCO Policy Manual in accordance with Constitution Article VI.
 - 1.1.6 Perform committee duties as outlined in the APCO Policy Manual.
 - 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.
 - 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.

Section 2 Meetings

- 2.1 The Executive Council shall meet in accordance with the requirements in the APCO Policy Manual.
- 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.
 - 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.
 - 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.
- 2.3 The Executive Council shall meet in session with each consisting of one or more individual meetings.
- 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 the their Chapter, Affiliate, employer or in accordance with the APCO Policy Manual.

- 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.
 - 2.5.1 Should a majority of the Executive Council approve the petition the President shall forthwith act accordingly.

ARTICLE V BOARD OF OFFICERS

Section 1 Duties

- 1.1 The President shall:
 - 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.
 - 1.1.2 Act as Chair of the Executive Council and the Board of Officers.
 - 1.1.3 Act as Chair of the Board of Directors for each of the Association's subsidiaries.
 - 1.1.4 Keep the membership appropriately informed.
 - 1.1.5 Make appointments to fill vacancies in office in accordance with Section 6 of this Article.
 - 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.
 - 1.1.7 Perform such other duties as may be required that are not specifically assigned to others.
- 1.2 The President-Elect shall:
 - 1.2.1 Serve in the absence of the President.
 - 1.2.2 Preside over the portion of the Executive Council meeting at which the proposed budget for the ensuing year is being considered.
 - 1.2.3 Serve on the Board of Directors for each of the Association's subsidiaries.
 - 1.2.4 Perform such other duties as may be required that are not specifically assigned to others.
- 1.3 The other Officers shall:
 - 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.
 - 1.3.2 Serve on the Board of Directors for each of the Association's subsidiaries, except that the International Vice President shall not so serve.
 - 1.3.3 Perform such other duties as may be required that are not specifically assigned to others.
- 1.4 The Board of Officers, acting jointly, shall:
 - 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.
 - 1.4.2 Provide oversight and direction to the Executive Director.

- 1.4.3 Appoint committees, Task Forces, and committee chairs in accordance with the APCO Policy Manual.
- 1.4.4 Maintain the Association Strategic Plan and set goals and objectives in accordance with such plan.
- 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.
- 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.
 - 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.
 - 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.
 - 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.

Section 2 Meetings

- 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.
- 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 by mail 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.
- 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.

Section 5 Candidates for Office

- 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.
- 5.1.1 Be an Active Member of the Association in good standing.
 - 5.1.2 Be a citizen of the United States of America
 - 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.
 - 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.
- 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.
- 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.

Section 6 Vacancies

- 6.1 A vacancy in the office of President shall be filled as follows:
- 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.
 - 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.

- 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.
- 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.
- 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.
 - 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".
 - 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.
 - 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.
- 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:
 - 6.3.1 Certification by the Credentials Committee that the appointee satisfies the eligibility requirements for service on the Board of Officers; and,
 - 6.3.2 Confirmation by the remaining members of the Board of Officers; and,
 - 6.3.3 Ratification by the Executive Council in accordance with the requirements of Article V, Section 2.2 of the Association Bylaws.
- 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.

- 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.
- 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.
- 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.
- 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.
- 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.

Section 7 Removal from Office

- 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.
- 7.2 An officer may be removed from office only in accordance with processes and procedures identified in the APCO Policy Manual.
- 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.

ARTICLE VI EXECUTIVE DIRECTOR

Section 1 Employment

- 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.
- 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.
- 1.3 The Executive Director is directly responsible to the President and shall report to the President and the Board of Officers.

Section 2 Duties

- 2.1 The duties of the Executive Director shall be those set forth in the APCO Policy Manual.

ARTICLE VII CHIEF FINANCIAL OFFICER

Section 1 Employment

- 1.1 The Chief Financial Officer shall be employed upon a recommendation of the President and approval by the Board of Officers.
- 1.2 The Chief Financial Officer shall report directly to the Board of Officers with respect to financial matters and with regard to continuation of employment. The APCO Policy Manual shall clearly establish the operational relationship of the Chief Financial Officer to the Board of Officers and to the Executive Director.

Section 2 Duties

- 2.1 The position of Chief Financial Officer shall be established and maintained for the purpose of employing an individual to serve as the Chief Financial Officer for the Association.

ARTICLE VIII COUNSEL

Section 1 Regulatory

- 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.

Section 2 Other

- 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.

ARTICLE IX COMMITTEES

Section 1 Standing Committees

1.1 A Standing Committee shall be defined as a committee that is essential to the function of the Association in accomplishing the goals and objectives. A Standing Committee may have assigned duties in the Association Constitution, the Association Bylaws, or the APCO Policy Manual.

1.1.1 Standing Committees shall be established in accordance with the requirements in the APCO Policy Manual.

Section 2 Other Committees

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.

ARTICLE X CONFERENCES/SYMPOSIUMS

Section 1 Annual Conference

- 1.1 The Association shall meet every August or as near such date as is feasible. Such meeting shall be known as the Annual Conference.
- 1.2 The place of such meeting shall be determined in accordance with the requirements in the Annual Conference Manual.

Section 2 Regional Conferences

- 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.
 - 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.
- 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.
 - 2.1.1 Applications and contributions are subject to approval of the Executive Council.
- 2.2 No application shall be made to or contributions received from those motivated by personal benefit or privilege.
- 2.3 The procedure for handling grant and contribution funds shall be in the APCO Policy Manual.

ARTICLE XII PUBLICATIONS

Section 1 APCO BULLETIN

- 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.

Section 2 Other Publications

- 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.
- 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.

Section 3 Publication Management

- 3.1 Publications shall be governed by the Board of Officers.
- 3.2 There shall be a Publications Manager who shall be a full time employee of the Association.

ARTICLE XIII ASSET MANAGEMENT

Section 1 Retention

- 1.1 All rights, title and interest, both legal and equitable, in and to property of the Association, shall remain in the Association.

Section 2 Release

- 2.1 Association property in the hands of others for the purposes of the Association shall be returned to the Association immediately upon demand.

Section 3 Dissolution

- 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.

Section 4 Bonding of Personnel

- 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.

Section 5 Liability

- 5.1 The Board of Officers shall be responsible for having the Association adequately covered by liability and other necessary insurance.

Section 6 Cost

- 6.1 The Association shall bear the costs associated with the provisions of this Article.

ARTICLE XIV AWARDS

Section 1 Awards

- 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.
- 1.2 The APCO Policy Manual shall set forth the nomination criteria and the awards presentation processes.

ARTICLE XV RULES OF ORDER

Section 1 Parliamentary Authority

- 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.

ARTICLE XVI AMENDMENT

Section 1 Requirements

- 1.1 The Association Bylaws may be amended only as provided for in Article VII, Section 1 of the Association Constitution.
 - 1.1.1 A proposal to amend the Association Bylaws shall be submitted in accordance with the process defined in the APCO Policy Manual.

Section 2 Effective Date

- 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.
- 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.